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CAPTAIN AMERICA

Screenplay by
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and
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Based on characters in Marvel Comics

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1. EXT. A BROOKLYN STREET BY ROGERS' HOUSE. NIGHT.

A group of kids age about 19 are driving down the tree-lined street, five BOYS and three GIRLS, including STEVE ROGERS a weedy young man with acne. The large, old convertible stops by STEVE's house. It is 1941. The car radio plays Glenn Miller, then announces a recruitment drive for World War Two. STEVE gets out.

RADIO VOICE

... already the young men of America are looking forward to the conquest of Fascist tyranny in the far East and in Europe.

The BOYS all groan.

STEVE

I know you fellas'll do your bit for America. Wish me luck huh.

BOY 1

With luck you'll fail the draft board, tomorrow.

BOY 2

Draft? He volunteered!

BOY 3

If you can make it to the draft board you pass.

BOY 1

Then Steve can still fail!

They all laugh as STEVE walks up the stoop to his house. The car drives off. Radio blaring. STEVE watches it go, the BOYS and GIRLS waving.

2. Over the road, in an alley, a SHADOWY FIGURE watches STEVE as he goes up the steps to his house. He makes a note in a notebook.

3. EXT. DRAFT BOARD IN BROOKLYN. DAY.

Signs indicate the Draft Board, PEOPLE going in, and coming out.

4. INT. THE DRAFT BOARD. DAY.

Lines of YOUNG MEN stripped to the waist line up by cubicles and tables where DOCTORS examine them. STEVE is in line behind a YOUNG MAN whose chest is being examined. He sneezes.

YOUNG MAN
I've got bad Hay Fever, doc.

DOCTOR
The Army'll give you handkerchiefs.
You'll pass.

STEVE walks forward one pace, a stethoscope is put to his scrawny chest.

5. The MAN we saw outside STEVE's house watches him from the background.

6. LATER: STEVE is coming to the end where a CAPTAIN sits at a desk, a DOCTOR with him. They look at STEVE's medical reports.

DOCTOR
Your health isn't too good,
Mr Rogers -

The CAPTAIN takes the file from the DOCTOR, in the background the MAN still watches.

CAPTAIN
We need every man we can get.

DOCTOR
Flat feet, bad eye-sight,
asthma -

MAN IN LINE BEHIND
Maybe the Japs could use him as
a suicide pilot!

STEVE
(Depressed)
I'm good at drawing. Couldn't
I do maps or something?

CAPTAIN
(Handing back the
file to DOCTOR)
Sorry son, pencils don't
win wars.

He looks at the weedy figure of STEVE.

7. EXT. THE DRAFT BOARD. DAY.

STEVE ROGERS comes out of the building. Depressed, he walks away past the jostling CROWDS of YOUNG MEN talking of the war. As he turns down a side-street the MAN who was in the Draft Board watching, approaches.

MAN

Son, are you really serious
about taking part in the
big picture?

STEVE

I am sir, I'll do anything.
Anything!

The MAN smiles. We see nearby a large black limousine with a driver.

8. EXT. A CURIO SHOP. DAY.

The limo draws up outside, STEVE gets out with THE MAN, he looks in surprise at the location.

9. INT. THE CURIO SHOP. DAY.

The bell rings as STEVE and THE MAN enter. An OLD WOMAN looks from behind some objets d'art. Nods to the MAN. He shows STEVE to a door at the side.

10. INT. STEPS AND CORRIDOR IN CURIO SHOP BUILDING. DAY.

Musty steps leading upwards. STEVE walks in trepidation. In front an old, battered door.

MAN

Go on son.

STEVE opens the door.

11. INT. LABORATORY COMPLEX. DAY.

A massively equipped laboratory hides behind the old door. Beam-machines, their nozzles thrusting forward, phials, lab desks, equipment, needles, counters, WHITE-COATED SCIENTISTS, a glass Control Room one end. Facing STEVE is a kindly old scientist, DR. ERSKINE. As everyone looks at the puny figure of STEVE in the doorway he steps forward to shake his hand.

11. CONTINUED:

ERSKINE

It is my dream to create a living symbol of life and liberty. We know a lot about you, Steve. We believe you are the proper 4F specimen to react to our new tissue building chemical. If it succeeds you'll be the first of an Army of fighting men such as the world has never known. If it fails you could be dead in seconds. What do you say, son?

12. STEVE looks around him at the faces of SCIENTISTS and ARMY GENERALS hanging on his answer.

STEVE

I'll give it a try, sir.

ERSKINE looks relieved. He leads STEVE to a raised, circular dais surrounded by laser-beam equipment, above and around.

13. In the CONTROL ROOM a GENERAL turns to a GOVERNMENT OFFICIAL.

GENERAL

This experiment is so secret, only Dr. Erskine knows the formula. There are no written notes for enemy agents to steal.

14. ERSKINE hands STEVE a phial of liquid taken from a drip at the end of a complex lab-bench lay-out of tubes, flasks and bubbling burners.

ERSKINE

Drink this quickly before the chemicals lose their potency.

15. STEVE drinks the liquid. Another Scientist, DR. WARD, gives STEVE an injection. STEVE is on the raised dais. ERSKINE goes behind one of the laser-beam machines.

ERSKINE

I shall now accelerate the serum's process.

16. The ray buzzes. Other beams start to buzz. Needles flicker. STEVE spasms backwards raising his arms over his face.

16. CONTINUED:

ERSKINE

Don't give up son, this is the moment of crisis. You must survive it!

17. STEVE stands shaking. His head rolls upwards. EVERYONE looks on, fascinated.

18. STEVE's body begins to change shape. His arm muscles extend, tearing his shirt. He grows and his trousers seem to shrink. The muscles on his neck stand out and expand. His whole torso and being are changing before the very eyes of the amazed onlookers.

19. STEVE stands, everyone looks on amazed. Suddenly the awesome silence is broken as an evil MAN hursts in.

NAZI

You and your accursed experiment shall die. Heil Hitler!

The MAN in a brown suit levels a gun at STEVE! As he fires DR. ERSKINE throws himself in front of STEVE. The bullets rip into DR. ERSKINE!

ERSKINE

Save yourself, my hoy.

He dies in STEVE's arms. Then the man who had been STEVE ROGERS moves with the speed of thought!

STEVE

Take cover!

Everyone has already ducked behind any available upright object. STEVE hurls himself at the NAZI, he grabs his gun arm, spins him round and delivers a blow to the jaw. The NAZI turns and runs! STEVE starts after him.

20. The NAZI trips and falls into a great bank of huddling liquids and thru them to the electronic equipment covering one wall.

21. There is a vast flash! Pieces of metal shower over the room just as the SCIENTISTS were coming out, they dive back for cover.

22. EXT. THE CURIO SHOP. DAY.

A pall of flame shoots up from the top window of the building. We PAN up with it, into the sky.

CREDITS COMMENCE

23. INT. THE LABORATORY COMPLEX. DAY.

SCIENTISTS and others pick themselves up from the devastation. Small fires burn. STEVE bends over DR. WARD.

DR. WARD

I'm alright Mr Rogers. Come with me.

STEVE glances around to see everyone is alright. He follows the SCIENTIST.

TITLES CONTINUE

24. INT. STAIRWAY OF "CURIO SHOP". DAY.

The SCIENTIST leads him down the dark steps. He pushes a button and a door opens on a landing half way down.

TITLES CONTINUE

25. INT. ROOM IN "CURIO SHOP" BUILDING. DAY.

This is obviously DR. ERSKINE's office. A desk, papers, charts et cetera. Part of the ceiling has collapsed and from time to time other bits fall down. DR. WARD moves some coffee cups and general papers to bring out two large packages wrapped in brown paper.

DR. WARD

You must be a visible symbol
of all that is great in America.

STEVE takes the two packages.

TITLES CONTINUE.

26. EXT. STEVE'S HOUSE IN BROOKLYN. NIGHT.

LONG SHOT panning down over the neat rows of houses in tree-lined streets. PICK OUT STEVE's house. A light is on in an upper window. We MOVE toward it.

TITLES CONTINUE

27. INT. STEVE'S ROOM IN BROOKLYN. NIGHT.

WE ARE CLOSE on hands undoing the packages. We do not see clearly what is taken out. Clothes, boots, the light plays and mixes with darkness. We are aware STEVE is putting on the clothes, but we do not see clearly. There is a large free-standing mirror vaguely visible.

TITLES CONTINUE

We are on the mirror. Its surface gleams a bit, the background is unclear. Suddenly there comes to view in the mirror, with a sideways step, the fantastic and imposing figure of CAPTAIN AMERICA. Knee high boots, a star on his chest. A fine figure of the defender of democracy. The music rises. In particular CAP is holding a round shield with stars and stripes on it.

MAIN TITLE

CAP

America has always stood for the rights of man against the rule of tyrants. If America needs a man to stand for her principles, to battle the forces of tyranny - then as God is my witness, I shall be that man!

We move in on the shield until it fills the screen.

28. INT. GENERAL PHILLIPS' OFFICE. DAY.

The American flag fills the screen. It is a small flag on the desk of GENERAL PHILLIPS. STEVE dressed in Army Private's uniform, stands before him. Outside the window Army Camp background.

28. CONTINUED:

GENERAL PHILLIPS

To most people you are Private Steve Rogers. To a select few you are the product of Operation Re-Birth. To the world, as Captain America, you will be a source of inspiration to those fighting the enemies of freedom and democracy.

29. INT. BASEMENT WITH PRINTING PRESS. NIGHT.

A printing press churns out fake dollar bills. US BROWNSHIRTS with Swastika Armhands are packing them into boxes.

The door splinters apart behind them and CAP hurtles through laying out the BROWNSHIRTS with split-second blows. He crashes the LEADER into the printing press!

30. INT. SPINNING NEWSPAPER. DAY.

A whirling newspaper spins to a halt - headline - CAPTAIN AMERICA SMASHES NAZI FORGERS IN US TOWN! There is a photo of CAP with handcuffed BROWNSHIRTS and ARMY GUARDS.

31. EXT. US COASTLINE. NIGHT.

A German U-boat lies off-shore. Flashing light signal from it. A group of NAZI SABOTEURS unload explosives from a dinghy.

Suddenly on a mound above them the figure of CAPTAIN AMERICA. The SABOTEURS begin firing at CAP. He deflects the bullets with his shield. He charges into them knocking them flying with fists and feet.

32. INT. SPINNING NEWSPAPER. DAY.

Another paper spins to a halt, headline - CAPTAIN AMERICA FOILS NAZI SABOTEURS! Another photo of CAP with handcuffed SABOTEURS and ARMY MEN.

TITLES CONTINUE

33. INT. ARMY CAMP BRIEFING ROOM. DAY.

CAP on a stage with microphones. THREE GENERALS.
Many PRESS and NEWSREEL CAMERAMEN.

RADIO REPORTER

The identity of America's new
Super Hero remains secret, but
we have been called to Wallis
Base to hear that Captain America
is to join our boys fighting
overseas -

34. EXT. BATTLEFIELD IN EUROPE. DAY.

Weary US TROOPS come to life as CAP drives in the
back of a jeep through an encampment of vehicles,
burning tanks, broken down buildings. They leap
up and cheer.

35. EXT. DITCH AND TRENCH NEAR MACHINE GUN EMPLACEMENT. DAY.

US TROOPS are pinned down by fire from a sandbagged
machine-gun emplacement on a rise. CAP gets out of
the jeep and throws himself into the trench by the MEN.

36. A spurt of bullets makes dust of the ground in front
of them. A GI points to a German machine gun position.
CAP takes two hand grenades - he leaps out of the
trench, machine gun bullets ricochet off his shield.
He runs up the hill as the amazed GI's watch. He
lobs two grenades into the machine gun emplacement,
ducks back, it blows up!

37. CAP beckons, and GI's swarm from the trenches and
attack up the hill. Behind the machine gun emplacement,
GERMAN SOLDIERS turn and flee.

TITLES

38. EXT. ANOTHER BATTLE. DAY.

CAP leads US SOLDIERS thru a town, they fire, he
appears on a balcony, throwing four GERMANS off it
who were pinning down US TROOPS.

39. EXT. FRENCH TOWN. DAY.

CAP, surrounded by GI's hauls down a Nazi flag. The Stars and Stripes go up!

TITLES END

40. INT. HITLER'S OFFICE. DAY.

A palatial, pillared room. Vast Nazi Flags, portraits, antiques. A German Newspaper headline reads KAPITAN AMERIKA IST KAPUT! HITLER's fist smashes into the newspaper. He faces an SS GENERAL and some other top BRASS.

HITLER

You told me he was dead!

GENERAL

We are doing our best, mein Fuehrer!

HITLER

If you can't kill him, we must eclipse him! We need a German symbol! A great soldier!

GENERAL

We shall select - !

HITLER

You!

The door opens and a YOUNG WAITER comes in with a trolley of Schnapps and coffee.

HITLER

This waiter could do better than you.

The YOUNG MAN looks up, frightened. HITLER walks over to him.

GENERAL

But Fuehrer, he is only a waiter!

HITLER

Only a waiter! I was only a house-painter!

He walks to the YOUNG MAN. The YOUNG WAITER gives a Heil Hitler salute and clicks his heels.

41. EXT. GERMAN TRAINING CAMP. DAY.

The YOUNG WAITER, now in Army Drill gear lets out a yell and charges, bayonet drawn. As he runs we reveal a hanging dummy of CAPTAIN AMERICA, the bayonet enters the body, is withdrawn and the dummy is stuck again with repeated thrusts. THE YOUNG MAN now has a crazed look in his eye.

42. EXT. FIRING RANGE. DAY.

The YOUNG MAN is firing a gun at a cardboard cut-out of CAPTAIN AMERICA. He walks forward to see the face pock marked with bullet hits. Not content he takes out a knife and stabs the dummy maniacally between the eyes.

43. EXT. A GERMAN CASTLE. EVENING.

The silhouette of a towered castle, the Swastika Flag flying from the highest point.

44. EXT. COURTYARD OF GERMAN CASTLE. EVENING.

A reviewing stand, Nazi flags, and some FIFTY HIGH RANKING OFFICERS. HITLER is on the reviewing stand, and with him GOEBBELS and FIELD MARSHALL GOERING. GOEBBELS addresses the OFFICERS.

GOEBBELS

To combat the cheap publicity achieved by the puppet Captain America, the Fuehrer in another master-stroke of strategy, has personally created a German to strike terror into the enemy. We present -

A line of SOLDIERS flanks an opening of the arched courtyard. A Nazi flag is drawn back, and stepping forward through rising smoke there comes an apparition - it is the YOUNG MAN, now dressed in a tight-fitting green battle-dress, a Swastika emblem on the front, boots, and on his head, completely covering the face, a terrifying RED SKULL mask.

GOEBBELS

The Red Skull.

44. CONTINUED:

Even the hardened SOLDIERS draw back at this gruesome figure. The RED SKULL walks forward to face HITLER at the reviewing stand, the red sky providing an eerie backdrop and glow.

RED SKULL

(Saluting)

I dedicate myself to the Glory
of the Fatherland. And to the
death of Captain America.

We have tracked in to the awful face.

45. EXT. MONTAGE OF NEWSPAPERS AND RED SKULL IN WAR. DAY.

Five or six shots of the RED SKULL leading German SOLDIERS into action; shooting, throwing hand-grenades, blowing up bridges etc (using some stock footage!). Superimposed OVER German newspaper headlines celebrating RED SKULL victories.

46. EXT. LONDON IN WAR TIME. DAY.

A rocket goes through the air. A silence, it falls crashing buildings to dust. A quick montage of war-time footage.

47. EXT. ARMY BASE IN EUROPE. DAY.

An old house in a European square. Jeeps outside, the US flag flying, some rubble, US TROOPS moving about, a convoy going through.

GENERAL PHILLIPS (V.O.)

They're cornered Cap, but they're
not finished.

48. INT. ARMY OFFICE IN BUILDING. DAY.

A map on the wall. PHILLIPS faces CAP. SOME INTELLIGENCE EXPERTS in attendance.

GENERAL PHILLIPS

You know their rockets have
been blasting London, well
our Intelligence say they've
got one that can hit Washington!

48. CONTINUED:

CAP

Gee, that's terrible.

An INTELLIGENCE EXPERT steps forward.

EXPERT

It's targeted on the White House!

CAP

We can't just stand by and let that happen.

GENERAL PHILLIPS

(Points to map)

The launching site is right here - !

49. EXT. PLANE AGAINST NIGHT SKY. NIGHT.

A smallish plane, a single MAN jumps, and a parachute opens and drops downward.

50. EXT. A FIELD. NIGHT.

CAP drops onto the field, dressed in Army fatigues, he starts to disengage from the parachute.

51. EXT. GERMAN ROCKET SITE. NIGHT.

A huge rocket stands on its launching pad. Camouflage nets are over the top of it. Some arc lights and THREE TECHNICIANS working on it.

52. At the perimeter fence the shadowy figure of CAP still in fatigues. He sees the rocket and starts to unzip his fatigues showing the CAPTAIN AMERICA costume underneath.

53. CLOSE on the wire being cut.

54. Area by hangars: A GERMAN SOLDIER on Guard Duty walks to and fro. From the darkness a bash! CAP has KO'd him. He runs alongside of the ill-lit hangar.

55. A dark alleyway between hangars: CAP moves cautiously along. At the end of the alleyway a large open area between hangars and at one end, the rocket.
56. The open area by the rocket: CAP moves into this open area from the alleyway. He bugs the wall of one of the hangars. Distantly the sound of MEN working on the rocket who do not see him. Chatter in German floats into the empty darkness.
57. ARC LIGHTS flash on. The area is lit brightly! CAP is caught in a mass of light.
58. From the roofs of the hangars SOLDIERS rise up, DOZENS of them, all with guns levelled at CAP. They come out of the hangars. He is totally surrounded!
59. From a door, a few steps up, by one of the hangars, THE RED SKULL steps out.

RED SKULL

We meet at last, Captain! We
have been waiting for you!

60. CLOSE ON THE TIP OF THE ROCKET: We PAN down to see CAPTAIN AMERICA, tied to the rocket! A number of GERMAN SOLDIERS are finishing binding him to the great monster.

The RED SKULL watches triumphantly!

RED SKULL

Feeling homesick, Herr Captain?!
We are very kind, we will send
you to Washington, Airmail.

CAP

I may die, but others will follow.
Your days of evil are numbered,
Red Skull.

The SOLDIERS have finished binding CAP to the rocket.

RED SKULL

Goodbye, Captain.
(To the MEN)
Fire the rocket!

61. A great whoosh of flame from the base of the rocket as a switch is turned. CAP looks in anguish. The great monster starts to move up its launch pad. It is sloping into the darkness.

61. CONTINUED:

Through the fire and smoke, the awful visage of the RED SKULL. He screams out!

RED SKULL
Die, America! Die!

The rocket gathers momentum. From CAP's POV the diminishing view of the launch area. Smoke and flame.

LONG SHOT: The rocket takes off and flies into the night sky.

62. EXT. MORNING SKY. DAY.

The rocket going through the sky.

CAP, in the half light, has his shield strapped on top of him. He is working away moving the shield a bit to and fro. We see it is cutting through the ropes that bind him, even though the movements are restricted.

63. LONG SHOT: The rocket in the air.

64. EXT. SKY. DAY.

LATER: CAP sawing away with the shield. The ropes round his arms snap. He starts to wriggle free.

65. EXT. WASHINGTON. DAY.

The rocket is seen distantly over the Washington skyline.

66. EXT. SKY AND WASHINGTON. DAY.

On the rocket CAP is hanging on to the tail fin. He is lying flat, and with his great strength he is trying to bend the fin. Washington is seen coming closer.

67. CAP looks down and ahead.

68. His POV of Washington from the air.

69. CAP struggles desperately with the tail fin. It starts to bend. Down below PEOPLE point in horror.

70. The rocket is seen above Washington, it is approaching the White House. Suddenly it starts to turn. It turns!
71. Down below PEOPLE look in amazement as it turns away!
72. We see the rocket flying away from Washington!!

DISSOLVE TO:

73. EXT. SKY AND ROCKET. DAY.

CAP is clinging on for all he is worth. Icicles are beginning to form. The wind buffets him terribly. Icicles are on his shield and even on his face!!

74. EXT. THE NORTH POLE. DAY.

A vast expanse of snow and ice. The rocket is seen above. The noise of spluttering.

75. ON THE ROCKET CAP reacts in horror as it splutters and jerks.
76. The rocket starts to plummet downwards. CAP holds on as it goes!
77. WE SEE the rocket coming down pointing toward a glacier.
78. A last flash of CAPTAIN AMERICA as the ice and snow rush toward him!
79. From the ground, the rocket hits a glacier. A great explosion of ICE!! It is hurled into the air! The screen is covered in white snow as it explodes!!!

FADE OUT

FADE IN

80. EXT. POLAR ICE CAP NEAR A GLACIER AND VILLAGE. DAY.

A card reads: 1986

A wide expanse of icy landscape. Clear blue sky above. Moving across the terrain in the distance we see a large Snow-Mobile fitted with caterpillar tracks. Inside are TWO MEN wearing parkas with the insignia of an oil company. They approach a small, Eskimo settlement - no more than a handful of igloos and makeshift shelters.

80. CONTINUED:

We are inside the Snow-Mohile seeing its approach into the Eskimo settlement. We see the place is deserted. The DRIVER of the Snow-Mohile, a young American, turns to an OLDER MAN sitting in the passenger seat.

YOUNG AMERICAN
Perhaps they went fishing?

OLD AMERICAN
More likely to have found a
hottle of Jack Daniels. Come
on.

The two MEN emerge from the Snow-Mohile, and head off through the village, following a line of tracks in the snow, which head up toward a glacier in the near distance.

81. EXT. AREA BY A GLACIER. DAY.

The TWO OIL MEN approach the foot of the glacier. A group of ESKIMOS are huddled around it, staring at a section of the ice, and chanting. The AMERICANS are unable to see what is occupying the ESKIMOS' attention.

OLD AMERICAN
What is this - the Wailing Wall?
You're supposed to be helping
us find oil, you!

He breaks off in amazement as the group of ESKIMOS part at his arrival. The YOUNGER OIL MAN gasps too.

OLD AMERICAN
Jesus H. Christ!

82. We now see, there, entombed in the wall of ice, complete with costume and shield, is the body of CAPTAIN AMERICA, looking as young as we saw him when he was clinging to the V2 rocket forty years ago!

YOUNG AMERICAN
Who is it, Colonel Sanders?

The OLDER OIL MAN is hushed, aware of the respect the ESKIMOS have for the figure in the ice.

OLD AMERICAN
They're worshipping him ...
(To himself)
just like I used to.

82. CONTINUED:

YOUNG AMERICAN
He is Colonel Sanders.

OLD AMERICAN
You dumb! That's Captain
America!

83. INT. OIL COMPANY OFFICE. DAY.

A high-ranking EXECUTIVE sits behind his desk. A map of the North Pole, dotted with crosses, is behind him on the wall. His intercom buzzes.

WOMAN'S VOICE
I have your call to the
Pentagon, sir.

EXECUTIVE
(Picking up phone
nervously)
Er, good morning ... Er, this
may be nothing, but our people
may have found something

84. EXT. BY THE GLACIER. DAY.

A cloud of snow billows up as we see two military helicopters making a descent. One of them bears Red Cross markings. The TWO OIL MEN wave the 'copters down.

The OIL MEN now stand with a group of MILITARY PERSONNEL in front of the figure of CAPTAIN AMERICA.

MAJOR HOWARD
Forget oil. You just found
gold.

85. EXT. THE PENTAGON. DAY.

An establishing shot of The Pentagon.

86. INT. AN OFFICE IN THE PENTAGON. DAY.

It is staffed by a FEMALE SECRETARY. Suddenly her Telex machine chatters into life. She looks in amazement.

SECRETARY
Captain America!

87. INT. GENERAL'S OFFICE IN THE PENTAGON. DAY.

The SECRETARY rushes into the office with her Telex message and hands it to a high-ranking general; GENERAL HOLLINGSBY.

GEN. HOLLINGSBY
Captain America!

88. INT. SECRETARY OF STATE'S OFFICE. DAY.

With the WASHINGTON skyline in the background, we see a senior, DEFENSE DEPARTMENT OFFICIAL interrupt his game of indoor golf to take a telephone call. He reacts with amazement.

DEFENSE DEPARTMENT OFFICIAL
Captain America!

89. EXT. THE GLACIER. DAY.

The site is now a hive of activity. Helicopters land, and ARMY ENGINEERS hurry forward with equipment. At the ice-wall, SOLDIERS starting cutting at the ice with pneumatic cutters. A MEDICAL TEAM stands by watching anxiously. The ESKIMOS, herded to one side, seem confused by the activity.

90. INT. OVAL OFFICE. WHITE HOUSE, WASHINGTON. DAY.

THE PRESIDENT has a message in his hand.

THE PRESIDENT
Captain America!

91. EXT. THE GLACIER. DAY.

An area has been cut leaving a block of ice in the centre in which CAPTAIN AMERICA is still enshrined. Vast hot air blowers are shooting heat to the ice, which is running with water. Above on a scaffold ARMY ENGINEERS chip away at the ice.

Suddenly a crack starts down the ice in front of CAPTAIN AMERICA. A vast piece falls. EVERYONE reacts in hypnotised silence. More ice falls.

91. CONTINUED:

CAP is exposed. The rush of hot air stops as an OFFICER signals for it to be turned off. Silence.

CAP moves a hand. A gasp. The last pieces of ice fall. He walks from his icy pedestal.

MAJOR HOWARD
It's a miracle! He's alive!

92. EXT. NEW YORK SKYLINE. DAY.

The skyscrapers make an instant contrast to the previous scene. The Arctic is replaced by all the blaring cacophony of rush hour New York.

93. EXT. BROADWAY/42nd STREET. DAY.

A large, black Cadillac limousine bristling with radio antennae sweeps along this City street.

94. INT/EXT. CADILLAC ON BROADWAY. DAY.

STEVE ROGERS glows with health. Next to him is MAJOR HOWARD. STEVE wears a military style tracksuit. He looks silently out of the car window taking stock. He sees HOOKERS, GUYS SELLING JOINTS, A COP tussles with a DRUG ADDICT, ramming him up against a wall. KIDS carrying blaring Ghetto-blasters pass by unconcerned. STEVE turns to MAJOR HOWARD.

STEVE
Tell me one thing, sir - did
we win the war?

95. INT. NEW YORK HOTEL SUITE. DAY.

In the Penthouse suite of a top New York Hotel, STEVE ROGERS stands at the window looking down at the New York streets, and all the new building that has taken place since he last saw his native city. MAJOR HOWARD lounges on a sofa. Suddenly GENERAL HOLLINGSBY enters the room. STEVE snaps to attention. The GENERAL returns STEVE's salute and looks at him admiringly.

GEN. HOLLINGSBY
Your country owes you a great
debt of thanks, Captain America!

STEVE
I've done nothing lately.

95. CONTINUED:

GEN. HOLLINGSBY
Nothing? The President himself
wants to welcome you back! He's
talking ticker-tape parades!

STEVE
I'd rather not cause a litter
problem. I did my duty. That's
all the reward I need.

GENERAL HOLLINGSBY looks at MAJOR HOWARD.

GEN. HOLLINGSBY
(Persevering)
We've fixed up a few things
for you. We've got you a
place to live back in your
old neighborhood .. We've
furnished it.

STEVE
Thank you, sir.

STEVE still stands to attention. GENERAL HOLLINGSBY
hands him a bunch of keys. He takes an envelope from
his case.

GEN. HOLLINGSBY
Here's a few hundred dollars,
just for your immediate needs.

STEVE
Thank you, sir.

MAJOR HOWARD
(Handing STEVE a pen)
If you'd just sign for it.

STEVE signs the form, and returns to attention.

GEN. HOLLINGSBY
The limo will drop you.

STEVE
Thank you, sir. I'll find my
own way.

96. EXT. BROOKLYN STREET BY STEVE'S NEW HOUSE. DAY.

A Yellow Cab moves down a tree-lined street. It pulls up outside a four-storey apartment block. STEVE gets out, taking in the surroundings. The CAB DRIVER stays put, waiting for his fare.

STEVE
Could you give me a hand with
the bags, please.

The CAB DRIVER raises an eye-brow.

CAB DRIVER
You been away a long time,
haven't you buddy?

STEVE
How can you tell?

CAB DRIVER
It's twenty years since any
schmuck asked me to carry
luggage.

STEVE smiles and produces a ten dollar bill. The CAB DRIVER brightens.

CAB DRIVER
Here's to nostalgia!

He gets out of the cab and picks up Steve's bags, including the wrapped Captain America shield. STEVE makes his way up the stoop to the door of the house. The CAB DRIVER struggles up with the bags, drops them on the top step.

97. INT. STEVE'S APARTMENT BUILDING. DAY.

STEVE is carrying the luggage up the stairs. An attractive YOUNG WOMAN emerges from an apartment door. This is BERNADETTE ROSENTHAL.

BERNIE
Hi. Which show did you win?

STEVE
Huh?

97. CONTINUED:

BERNIE

All that new furniture that's
been delivered - Zanussi cooker,
Sony TV, .. lounge suite from
Macy's .. 'The Price must have
been Right'!

STEVE

I've been away.

BERNIE

Sure ... I'm Bernadette Rosenthal.
Bernie for short. I live below
you.

She indicates the door.

STEVE

Nice to meet you, Miss Rosenthal.

STEVE goes on up. He opens his apartment door.

BERNIE

Hey - don't I get to know your
name?

STEVE

You mean you haven't found out?!
I'm Mr Rogers.

The door closes.

BERNIE

This is gonna be a wow!

98. INT. STEVE'S APARTMENT. DAY.

STEVE enters. It has been nicely furnished. In one corner is a drawing board and an easel. He brings his luggage inside, looks around. He touches the easel.

STEVE

Back to the drawing board,
huh...

(he walks round)

Guess there's nothing much
for a super soldier to do
these days.

99. EXT. THE WHITE HOUSE. NIGHT.

Lights glow in the Oval Office.

100. INT. THE OVAL OFFICE IN THE WHITE HOUSE. NIGHT.

GENERAL HOLLINGSBY faces THE PRESIDENT who checks thru a yellow file on his desk marked "MOST SECRET".

THE PRESIDENT

He doesn't want a ticker-tape parade?

GEN. ROLLINGSBY

He doesn't want anything.

THE PRESIDENT

Everyone wants something.

(Re thinks)

Pity. The exposure would've helped get my MX program thru the Senate.

101. INT. ROOM OUTSIDE THE OVAL OFFICE. NIGHT.

Three AIDES sit at desks. The GENERAL comes from the Oval Office and walks past them.

GEN. HOLLINGSBY

Goodnight, fellas.

AIDES

Goodnight, General Hollingsby.

One of the AIDES, CLARKSON STANSFIELD watches the GENERAL go. A SECRETARY comes and puts the yellow file on STANSFIELD's desk.

SECRETARY

Put this on ice. Just like the Captain.

When no-one is watching STANSFIELD looks around, then puts the file in his brief-case.

102. EXT. PARAGUAYAN JUNGLE AND HACIENDA. DAY.

A vast expanse of mountains and jungle. The Caption:

Paraguay, South America

102. CONTINUED:

We see a NATIVE INDIAN RUNNER running along a slender path. He holds an envelope.

We TRACK with the RUNNER through the jungle, and into a clearing. Native huts and a fire. Past one lean-to where a WHITE MAN and an OLD INDIAN with a wrinkled face, are working with WOMEN HELPERS on powders, potions, burning cauldrons et cetera. Colored smokes drift into the air from the bubbling potions.

103. THE RUNNER climbs upwards towards a luxurious Hacienda overlooking the native village.

104. CLOSE on the face of an OLD MAN. He sits in a rocking chair on the verandah of the hacienda looking up at the approaching INDIAN. His right hand holds a black stick. The INDIAN approaches and hands him a letter. The OLD MAN opens the letter, reads it. He lets out a cry of rage and regret which echoes around the jungle.

OLD MAN

He is aa-l-ii-ve!!

He stands and the stick drops from the chair and rolls on the verandah. We see the white skull that tops the cane. For this is THE RED SKULL.

105. INT. LIVING ROOM OF HACIENDA. DAY.

Bright sunlight slants in leaving the rest of the room somewhat gloomy. The RED SKULL lifts a decanter and pours a drink. Around him hang art treasures, statues and other European artefacts. A tattered Nazi flag hangs from an Eagle-topped flagpole on the wall. With the letter in one hand the drink of Schnapps in the other RED SKULL stands in front of a full-sized carved gilded-framed wall mirror, reminiscent in imagery of Captain America's mirror-appearance.

RED SKULL

My greatest enemy lives. He
has defied age. His presence
mocks me.

He places his foot on a button beneath the rich carpet. The mirror slides to one side. It reveals : -

106. INT. COMMUNICATIONS ROOM. DAY.

Behind the old-fashioned colonial-style living room, now visible as the mirror slides back, is a brightly-lit, communications complex. Telephones, a telex, maps of the world. Two ageing GERMANS stand to attention as RED SKULL walks in.

RED SKULL

I have a message for my daughter
Eva. It is her battle now.

107. EXT. SMART EAST SIDE STREET BY HOLLINGSBY'S TOWNHOUSE. NIGHT

An adorable-looking 12-year old GIRL walks down the street, goes up the steps and rings the bell. She has a little witch's hat on, and carries a pumpkin.

108. INT. HOLLINGSBY'S HOUSE. NIGHT.

GENERAL HOLLINGSBY is in his study, he hears the bell. He goes into the hallway and opens the door. The little GIRL stands there.

GIRL

Hello. Trick or treat?

GEN. HOLLINGSBY

You're a bit early, my dear.
It's only May. Never mind.
I'll take a treat.

He turns to enter the house to get something for her.

GIRL

Wrong General, trick!

109. She suddenly grows before our eyes, becoming large and sinister. Before he can turn an adult, long-nailed hand with black nail-varnish grabs his throat in a devil-grip.

GIRL (EVA)

Before you die - where have you
hidden Captain America?!

110. EVA kicks the door shut as the GENERAL gasps for breath.

111. EXT. STREET BY STEVE'S APARTMENT. DAY.

Early morning sun slants over the rooftops and the trees.

112. INT. STEVE'S APARTMENT. DAY.

STEVE's hand hits what we will later see is the side of a microwave. The doorbell rings. STEVE looks round and walks to open it, it is BERNIE ROSENTHAL.

BERNIE
Need some help?

STEVE
Help?

BERNIE walks past him and goes inside -

BERNIE
I heard a racket.

In the living room BERNIE looks round with curiosity.

BERNIE
Hey, this is pretty nice.

STEVE hovers uncertainly. BERNIE sees STEVE's packages, the shield is only just covered by the brown paper. The kettle whistles from the kitchen.

STEVE
Can you make coffee?

BERNIE
(Going to the
kitchen)
Instantly.

STEVE bends quickly to cover the shield.

In the kitchen BERNIE pours hot water into coffee cups. STEVE enters.

BERNIE
What were you hitting?

STEVE
(Indicating the
microwave)
I can't get the TV to work.

BERNIE
That's a microwave.

112. CONTINUED:

STEVE

What?!

He takes his coffee and walks into the living room.

BERNIE

Have you been in prison?

STEVE

Me?!

BERNIE

You sure been somewhere out
of the way. All this stuff -
(Indicates furniture)
It's from a bank job, isn't
it?

STEVE

I've been at the North Pole.

BERNIE

Oh yeah.
(Indicating drawing
board)
Drawing penguins? Look,
kiddo, this - television.

She opens a closed-door TV. Turns it on.

BERNIE

This - on switch.
This - newscaster -

We see a NEWSCASTER standing in front of a canvas-shrouded Statue of Liberty.

TV NEWSCASTER

...three million dollar clean-up
to be revealed Thursday when Mayor
Hay unveils the spruced-up Lady with
the torch.

(TV returns to studio)

ANCHORMAN

A report released this morning
says muggings in New York City
rose 11 per cent last year to a
record four thousand -

BERNIE

Welcome back to civilisation.

112. CONTINUED:

TV ANCHORMAN

General William Hollingsby was
found strangled in his East Side
townhouse early this morning -

A photo of Hollingsby. STEVE looks distressed.

113. EXT. PARAGUAYAN JUNGLE AND A CHURCH. DAY.

Mists swirl, clouds loom over distant mountains,
eerie noises. Amid the foliage a towering, broken-
down church, overgrown by the jungle.

114. INT. CHURCH IN JUNGLE. DAY.

Sunlight shafts into the gloomy interior, birds
flutter by the rotting rafters, the brickwork has
crumbled and leaves and creepers come through.

The tapping of a cane on the stone floor. RED SKULL
shuffles in. A rustle in the leaves, high up.
Through the wall above comes EVA and the FOUR SISTERS
OF SIN. They wear tight black costumes, skull caps
and capes. They bow before RED SKULL who lowers his
mask.

EVA

All hail, father.

RED SKULL

Sisters of Sin - have you
found Captain America?

EVA

You trained me too well, father.
The General died before he could
talk.

RED SKULL

Were you not my own flesh, I
would rip your heart out.

EVA

Forgive me, father, for I have
not sinned enough.

RED SKULL

What of our worm in the
President's office?

EVA

He can find nothing.

114. CONTINUED:

RED SKULL

We must lure the Captain out.

EVA

The man has no loved ones -

SISTER AGONY

(A wizened hag)

For Sister Agony to torture.

The others are tall and voluptuous.

SISTER DEATH

For Sister Death to kill.

SISTER DREAM

(She has white sockets
for eyes)

For Sister Dream to smother.

SISTER PLEASURE

He has no vices for Sister
Pleasure to exploit.

RED SKULL

He still carries the weakness.
It nearly destroyed him when
last we fought. He loves
America!

115. EXT. BROOKLYN HEIGHTS OVER LOOKING SKYLINE. EVENING.

A drawing of the New York skyline. A hand pencils in some details. We see STEVE sitting facing the river and the skyline from Brooklyn, a portfolio by his side. A hand dips into the portfolio.

BERNIE

I thought you only did penguins.

STEVE

What are you doing here?

BERNIE looks at the other sketches of New York.

BERNIE

I always walk home this way.
I'm glad I did. I get to know
your first name.

(She points to his
signature on the
sketches)

Steve.

STEVE smiles at her.

116. EXT. RED SKULL'S HACIENDA. NIGHT.

The hacienda sits on its rise above the village.
RED SKULL's face comes into view in close-up.

RED SKULL

I know how to flush him out!

117. EXT. LIBERTY ISLAND. DAY.

Boats are gathered around the Statue of Liberty.
Overhead two helicopters with ropes to the canvas
that covers it. Stands with PRESS, DIGNITARIES and
a large CROWD. On a reviewing stand MAYOR HAY and
the Chief of Police ALBERT DONOHUE. The MAYOR is
speaking.

MAYOR

To-day we get our First Lady
back, one hundred years since
she came to our great city -

118. INT. OFFICE AND CORRIDOR IN ADVERTISING AGENCY. DAY.

A TV is in foreground on a SECRETARY's desk. STEVE,
portfolio in hand, walks along the corridor seen thru
glass walls.

MAYOR

(On TV)

She is the most potent symbol
of Freedom, not only to Americans
but to people the world over -

STEVE pushes the glass door and says to himself -

STEVE

Amen to that.

The SECRETARY looks up.

STEVE

Steve Rogers.

SECRETARY

Right on the button.

(Into intercom)

Mr. Walsh, Mr. Rogers is here.

She looks at the TV. The MAYOR is still talking.

MAYOR

Inscribed behind me: "Give me
your tired, your poor..."

(STEVE joins in,
mouthing the words)

"Your huddled masses yearning
to be free"

119. The office door opens and BRENDAN WALSH appears.
He coughs to attract STEVE's attention.

WALSH
Mr. Rogers?

STEVE
(Looking up).
It's one of my favorite poems,
sir.

WALSH
Oh, that.

120. He ushers STEVE in to his office. He takes the
portfolio as STEVE closes the door. WALSH takes out
STEVE's drawings of New York.

WALSH
I like these, Steve. They're
fresh. Like you're seeing New
York for the first time.

STEVE smiles.

121. EXT. LIBERTY ISLAND. DAY.

The MAYOR is getting to the climax of his oration.

MAYOR
Madame, your greeting to
the world is America's
greeting - we welcome you
in peace.

122. The band strikes up the National Anthem. The
helicopters rise. The ropes tighten. The canvas
lifts off the statue.

123. There is a gasp of horror from the CROWD! All that
is revealed is an empty pedestal! The Statue has
gone! In its place some scaffolding and a banner in
coarse red letters:

DIE, AMERICA! DIE!

The MAYOR turns to the POLICE CHIEF and whispers :-

MAYOR
You schmuck!

124. INT. ADVERTISING AGENCY. DAY.

The SECRETARY bursts into the office.

GLORIA
Hey, Brendan! They stole
the Statue of Liberty!

125. The sound from the TV:-

TV REPORTER

Wha'd'ya say about this, Police
Chief Donohue?!

POLICE CHIEF

It was here last night!

126. They are at the TV set. STEVE is transfixed, his eyes
narrow on the Red Sign DIE, AMERICA! DIE!

WALSH

Hey, Chief! Look for a guy
with a big parcel!

127. The EMPLOYEES laugh. STEVE walks away, alone, down
the corridor.

128. EXT. STEVE'S APARTMENT BUILDING AND STREET. EVENING.

STEVE turns into the building carrying his portfolio.

129. INT. STAIRWAY BY BERNIE'S APARTMENT. EVENING.

STEVE going past BERNIE's door. Music from inside as
the door opens.

BERNIE

Dinner'll be ready in ten
minutes.

STEVE stops.

STEVE

In my day a girl on her own
would never invite a guy
into her apartment.

BERNIE

What do you mean? This is
your day.

130. INT. BERNIE'S APARTMENT. NIGHT.

A display of glass vases, goblets and ornaments. STEVE
looks at them. BERNIE is behind a counter in the open-
plan kitchen, clattering.

STEVE

You collect these?

BERNIE

I make them.

130. CONTINUED:

STEVE

No kidding.

BERNIE

I'm a glass-blower! I
really want to study law.
How's the drawing going?

STEVE

I tried 'em out on a few Ad
Agencies.

BERNIE

(Noticing STEVE's
distant manner)
They didn't like 'em, huh?

STEVE

No, a couple wanted me to
do something for them.

BERNIE

That's great!

131. The radio music has stopped and a NEWSCASTER has
started.

NEWSCASTER

The world's most amazing
robbery - the Statue of
Liberty vanishing - is still
baffling the authorities. A
special unit has been set up
in the Police Building, the
Mayor....

STEVE

Bernie, have you ever tried to
start a new life and found that
the old one won't be left behind?

BERNIE

Like me switching from glass-
blowing to law?

STEVE

Not exactly.

132. INT. STEVE'S APARTMENT. NIGHT.

STEVE sleeps fitfully. We close in as he tosses and turns. He hears the voice of THE RED SKULL and we see STEVE as CAP tied to the rocket, the smoke and fumes and disappearing figure of RED SKULL.

RED SKULL
Die, America! Die!

133. STEVE sits upright as the image vanishes.

STEVE
NO!!

134. He looks round the empty room. He gets up and walks to the fitted closets. As he opens the door a light goes on inside. It reveals hanging in front of him the Captain America costume.

135. EXT. NEW YORK CITY. EARLY MORNING.

Establishing, the sun rising behind the skyscrapers.

136. EXT. STEVE'S APARTMENT BUILDING, THE BACK. DAY.

STEVE appears at the back exit by the dustbins. His portfolio bulging. He walks off cautiously.

137. EXT. POLICE HEADQUARTERS. DAY.

The forecourt is full of TV Trucks, REPORTERS, NEWSMEN, TV cameras staking the place out. Coffee passed round. We PAN to an upper window

138. INT. INCIDENT ROOM. DAY.

A vast room with banks of phones, computers, desks, UNIFORMED & PLAINCLOTHES COPS, SECRETARIES. Plans of the Statue of Liberty, the Island, maps of New York. The POLICE CHIEF sees TWO UNIFORMED OFFICERS come in with a neatly-laden breakfast tray. He joins them walking past an OFFICER on the phone.

OFFICER
I see lady, how long has the
statue been in your garden?

As the POLICE CHIEF passes -

OFFICER
Another nut! Sure Mrs Cattini,
the statue just walked away!

139. At one end of the room THE MAYOR sleeps on a camp bed. THE POLICE CHIEF gets to him, touches him gently -

POLICE CHIEF

Mr Mayor - !

MAYOR

(Waking)

Wha, wha..-?! Where am I?

140. The TWO POLICEMEN set up the breakfast on a portable table by the MAYOR's bed.

MAYOR

Do the Press know I stayed all night?

POLICE CHIEF

We're getting them up now, Ben.

141. EXT. AN ALLEYWAY AND DESERTED ROOM. DAY.

STEVE ducks into a deserted room off a broken down alley through an open door frame. Inside he starts to unbutton his shirt. We see the Captain America costume underneath.

142. INT. THE INCIDENT ROOM. DAY.

The MAYOR being photographed by PRESSMEN.

MAYOR

I want to make it clear, I will not rest until the Statue is found.

143. At the other end of the room a YOUNG POLICEMAN holding a large box runs in excitedly and whispers to a DETECTIVE who runs over to the POLICE CHIEF, whispers to him, and THE POLICE CHIEF calls out to the PRESS -

POLICE CHIEF

OK fellas, everybody out!

144. COPS hustle the PHOTOGRAPHERS away. The MAYOR is interrupted in mid sentence.

MAYOR

Remember it was me who recruited seven hundred extra cops -

145. But the PRESS are gone. The MAYOR turns on the POLICE CHIEF.

MAYOR

What's going on, Al?

145. CONTINUED:

POLICE CHIEF

We got something.

146. EXT. ALLEYWAY IN BROOKLYN. DAY.

CAP walks out of the broken down building. In full uniform, shield held ready. He walks up toward the street. An OLD TRAMP hears him, wakes up, winces at the sight, reaches for his bottle and takes a swig.

147. EXT. A STREET IN BROOKLYN. DAY.

CAP appears at the top of the alley. He takes a deep breath and steps out. A couple of KIDS look and giggle.

KID

Get him - !

148. They dance along behind CAP. Another KID on roller skates joins them.

KID TWO

Hey mister, you from Sesame Street?

149. PEOPLE look. A STREET VENDOR yells to an OLD MAN taking rubbish into the back of a flat-bed truck.

VENDOR

Archie! Take a look at this fruit!

The OLD MAN's face lights up.

OLD MAN

That's Captain America!

A GROUP is forming.

OLD WOMAN

That ain't Cap. He's too young to be Cap!

OLD MAN

Hey, kiddo, you for real?!

CAP

I sure am, sir.

149. CONTINUED:

OLD WOMAN

You gonna get our Statue
back?

CAP

You bet.

OLD MAN

Hey! He's gonna get the
Statue back!

Cries from the CROWD. Some believe, some do not.

OLD MAN

Where you goin'

CAP

Police headquarters.

OLD MAN

(Indicating his
truck)

Get in.

150. INT. INCIDENT ROOM. DAY.

The POLICE CHIEF unwraps the parcel the YOUNG COP
carried in. It reveals a large finger covered in
green copper. The MAYOR and other COPS gather round.

YOUNG COP

The label says it's from the
Statue.

POLICE CHIEF

Is that restoration man still
here?

COP 2

He's downstairs.

POLICE CHIEF

Get him.

A COP runs off. The MAYOR makes to take the
envelope. A DETECTIVE wearing plastic gloves
stops him. He takes the envelope and opens it.
He reads:-

DETECTIVE

They want ten million dollars.

MAYOR

No problem.

150. CONTINUED:

DETECTIVE

They'll phone using the
password - Red.

POLICE CHIEF

Commies, I knew it!

DETECTIVE

They want the ransom delivered
by Captain America!

(The TEC looks puzzled)

We got a Lieutenant America -

POLICE CHIEF

You don't know who Captain
America is?!

MAYOR

What difference does it make?
He died forty years ago.

DETECTIVE

But who was he?

POLICE CHIEF

He was a true American. He
had a shield, sorta round,
with a star in the center.
Wore a blue costume, he had
wings on his head -

A SCREAM from a POLICEWOMAN by the window -

POLICEWOMAN

He's here!!! It's him!

Everyone rushes to the window. The sound of
cheering can be heard.

151. EXT. POLICE HEADQUARTERS. DAY.

Standing on the back of a flatbed truck, one hand
on the side, and followed by a group of PEOPLE is
CAPTAIN AMERICA! The truck pulls through the PRESS
and TV - Cameras twirl round, PRESSMEN run forward.
A babble of voices into microphones -

NEWSCASTER

Here at Federal Plaza another
astonishing moment - !

2nd NEWSCASTER

It's a man on a flatbed truck -

151. CONTINUED:

We ZOOM up to a tall building nearby overlooking the Plaza. There silhouetted against the sky in her black cape is EVA. She smiles.

3rd NEWSCASTER

He looks, for those who remember
him, exactly like Captain America!

152. INT. POLICE CHIEF'S OFFICE IN HQ. DAY.

The grand room occupied only by the MAYOR and the POLICE CHIEF. The MAYOR paces nervously.

MAYOR

But is he Kosher?

POLICE CHIEF

We've contacted the military,
they're sending a Major Howard
to check him out.

153. The POLICE CHIEF joins the MAYOR in pacing!

154. INT. OUTER OFFICE. DAY.

MAJOR HOWARD is shown in, CAP sits drinking a cup of coffee. He rises.

MAJOR HOWARD

Good to see you, sir. Glad
to have you back on the team.

They shake hands warmly.

155. INT. POLICE CHIEF'S OFFICE. DAY.

The MAYOR and POLICE CHIEF hear voices, rush to the door and open it. Outside CAP and MAJOR HOWARD talking as friends.

MAYOR

(To POLICE CHIEF)

He's Kosher.

156. INT. INCIDENT ROOM. DAY.

CLOSE on the finger. MR COPELAND, the Restorer, looks up from examining it through surgeon's glasses.

COPELAND

It's genuine.

157. CAP stands reading the ransom note. Around him the MAYOR, POLICE CHIEF, MAJOR HOWARD, POLICEMEN.

CAP

I know who sent the note.

MAYOR and POLICE CHIEF

Who??!!

158. CAP ignores them, walks to MAJOR HOWARD leading him away from the group.

MAYOR

(to POLICE CHIEF)

Why doesn't he trust us?

CAP is in a corner of the room alone with MAJOR HOWARD.

CAP

Johann Schmidt's behind this.
The Red Skull.

HOWARD

No-one's heard of him since
the war.

CAP

Whoever killed General Hollingsby
was trying to get to me. Check
out everyone who knew of the
connection between us.

159. The POLICE CHIEF shouts out urgently -

POLICE CHIEF

We've got a call! They used
the password Red. It's a
woman. She wants you!

CAP goes over to the phone and takes it.

CAP

Captain America here.

160. He listens and makes notes on a pad. EVERYONE silent. CAP replaces the phone.

MAYOR

Well?!

CAP

To-night. Seven o'clock.
Me alone, at a phone box in
Woodstock Vermont, by the
drugstore. Any tricks they
destroy the statue.

161. EXT. WOODSTOCK VERMONT. DAY.

It is evening. CAP drives slowly down the small-town high street. Outside the Drug Store is a phone booth. Inside it a WOMAN is talking. CAP gets out and waits by the phone box. The WOMAN talking endlessly. He looks at the drug-store clock. It is one minute to seven. He shuffles from one foot to another. Some KIDS come out of the Drug Store and gape at him, hovering in the background.

162. The Drug Store clock changes to 7 pm.

163. CAP opens the door of the phone booth. The woman, MARGO, sees him for the first time.

CAP

Excuse me, madam -

MARGO

Kay, you'll never guess who's here. It's him. The fella that was on the TV this morning...no not that one, the one in the funny suit -

CAP

I'm expecting a very important call -

MARGO

That's it, Captain America!

She holds the phone out to CAP.

MARGO

Say hello to my friend Kay - go on -

CAP

Hello Kay, I'm afraid I can't talk now, I'm on a job of national importance.

He puts the phone down.

MARGO

You're lookin' for that statue aren't you? Could I have your autograph for my daughter?

CAP looks embarrassed. MARGO holds out a pen and paper. The phone rings. CAP goes into the booth, shutting the door. He listens on the phone. CAP opens the door, grabs MARGO's pen and writes something down. He comes out, signs her piece of paper and rushes to the car. As he drives off MARGO calls out -

163. CONTINUED:

MARGO
We're at 64 Oakland, drop by
for dinner!
(To the KIDS)
That was Captain America!

CAP's car is driving away.

164. EXT. ROAD BY WOODS. DAY.

CAP drives along. On a wooden telegraph post is a crudely painted Red Skull. He stops and gets out, taking a large suitcase. He walks into the woods.

165. INT. WOODS. DAY.

The late sun slants through the trees, making some areas bright, leaving others sombre. CAP walks under the giant trees.

166. We see his POV as he pushes through in a straight line, branches parting as he casts them aside.

167. He keeps coming forward. Bird cries and eerie noises.

168. Again his POV as he parts some branches and comes to a clearing. There, looking in front of him, its top so high he can hardly see the face - is the Statue of Liberty!

169. He stands, a tiny figure in the clearing, facing this great statue.

170. CLOSE as he looks up at the statue. The sound of a branch breaking behind him. CAP spins round -

171. Standing in the gloom at the edge of the trees is EVA. In her black cape, with long-legs she stands menacingly.

EVA
Is that our money, Captain?

CAP
Who are you?!

EVA
You can call me Sister Superior.

CAP
Where's the Red Skull?

171. CONTINUED:

EVA

Put down the money. Walk
back to the Statue.

CAP stays standing. The shield in one hand. The
suitcase of money at his feet.

CAP

America will not bow to evil.
The money belongs to the people
of New York. So does the statue.

172. There is a shrieking cackle. CAP looks up - sitting
on a high branch behind him is SISTER AGONY. He spins
round again - on another branch is the glassy-eyed
SISTER DREAM.

EVA

Meet my four Sisters of Sin.

CAP looks and as he does so SISTER DEATH catapults
forward kicking CAP in the back, knocking him forward.
SISTER PLEASURE flies from a tree kicking the shield
a few feet from him. SISTER AGONY flies down and
throws the suitcase to EVA. They resume perches in
the trees around him. CAP picks himself up.

EVA

Your years in the ice have
made you slow, Captain.

SISTER AGONY

Stupid too!

She cackles.

SISTER DREAM

You look young -

SISTER PLEASURE

- but you have the brain of
an old man.

EVA

What will America think of you
now!?!

EVA rises into the air, as she goes she calls out -

EVA

Sister Death, make it easy for
the old man to carry his statue!

173. High in the trees SISTER DEATH produces a ray-gun. She presses the trigger. A beam accelerates to the statue. A flash as it hits! CAP looks in horror as the statue shrinks. There is fiendish laughter as the SISTERS fly from the trees.
174. CAP is along in the clearing. The statue now about one foot high. Smoke rises from its base. He walks forward and picks it up. As he stands there holding it another burst of laughter from all around. From the darkness of the trees flashes, like flash photos can be seen. They stop. There is silence.

175. INT. STEVE'S APARTMENT. NIGHT.

STEVE opens the door. He is in his street clothes, and has the bulging portfolio. He puts it down, takes out the shield and the hoots and puts them in a closet. He puts the tiny statue on the side. A knock at the door.

STEVE

Who is it?

BERNIE (V.O.)

Joan Collins.

STEVE

Do I know you?

BERNIE (V.O.)

It's me Steve, Bernie.

STEVE opens the door. BERNIE enters, brightly.

BERNIE

Gonna take me out to dinner?

STEVE

I've had a rough day.

BERNIE looks at the portfolio.

BERNIE

They didn't like your drawings, huh? Who did you see?

STEVE

I saw five women. They didn't like anything.

BERNIE

Steve, y'know I've grown pretty fond of you.

175. CONTINUED:

She comes closer to him.

STEVE

Well - er -

She puts her arms round him.

BERNIE

I guess if I wait for you
nothing's ever going to
happen.

They meet in a rather tentative kiss. BERNIE smiles
and starts to undo the buttons of his shirt. She
pulls back laughing. STEVE looks confused.

BERNIE

You're wearing a bright blue
vest?!

STEVE

Well, er, excuse me a moment.
(As he goes)
Old habit from the North Pole.

He walks into the bedroom. BERNIE looks around and
her eyes light on the Statue of Liberty.

BERNIE

Hey, this is cute? Where'd
you get it?

STEVE (V.O.)

Souvenir shop.

BERNIE

You were rooked. One of her
fingers is missing!

We have moved in toward the window. Behind BERNIE.
In the darkness outside there is a face. It is SISTER
DREAM, the white eyes glowing.

176. EXT. NEW YORK STREET. DAY.

A Newspaper Truck throws a bundle of papers onto the
sidewalk by a news kiosk. We see the headline:

CAPTAIN AMERICA FAILS!

TEN MILLION DOLLARS GONE!
One model statue in return!

176. CONTINUED:

There is a photo of CAP holding the small statue in the woods.

177. INT. INCIDENT ROOM. DAY.

A DETECTIVE is looking down at the newspaper photo. Chatter stops, he looks up. CAP appears at the end of the room. Everyone stares. Looks of pity and anger as he walks through the silent room. As he passes the DETECTIVE -

DETECTIVE

Flake.

178. INT. POLICE CHIEF'S OFFICE. DAY.

The statue is placed on the desk by CAP.

MAYOR

Shrunk in the wash, did it?!

CAP

It was reduced in size by a ray-gun, sir. That's how the Sisters of Sin got it away.

POLICE CHIEF

I don't believe what I'm hearing. Forty years ago you may have been champ -

HOWARD

(Interrupting)

Cap, could I speak to you for a moment.

179. He leads CAP toward the door.

MAYOR

Every time you two go into a huddle, my re-election chances go further down the toilet!

(He picks up the statue)

Hey, genius, cost ten million, take it -

He throws it to CAP who catches it and exits.

180. INT. ROOM OUTSIDE POLICE CHIEF'S OFFICE. DAY.

CAP and MAJOR HOWARD.

HOWARD

Everyone who knew about you
and Hollingsby was put on a
lie detector test, guy in the
President's office sent the
spectograph bananas.

181. EXT. FBI HQ NEW YORK. DAY.

A sign indicates it is FBI HQ, CAP and MAJOR HOWARD
hurry from a car.

182. INT. CORRIDOR IN FBI HQ. DAY.

Led by TWO BURLY FBI AGENTS, CAP and HOWARD walk
to a barred door. An AGENT unlocks it.

CAP

Let me see him alone.

183. INT. INTERVIEW CELL. DAY.

A windowless room, STANSFIELD sits in a chair, two
other chairs face him. He looks worried.

STANSFIELD

I didn't mean any harm. What
are they gonna do to me?

CAP

An American jury will decide
that, Mr Stansfield. Anything
you can do to make up for
your treachery will certainly
help you.

STANSFIELD

You think so?

CAP

America forgives those who
purge their guilt. Tell me
about the Sisters of Sin.

STANSFIELD.

I never met them. They've
got a house. -

CAP

Where?

STANSFIELD

You will help me?

184. EXT. SISTERS' MANSION. NIGHT.

A gothic towered house set in ill-kept grounds. A LIVERIED CHAUFFEUR stands by an old Mercedes outside.

185. INT. SISTERS' MANSION. NIGHT.

RED SKULL sits in a large baronial chair at the top of a long table. Spooky room, cobwebs, candelabra, torn curtains. The SISTERS of SIN and EVA at the table, a photo of CAP on a pillar.

RED SKULL

You have destroyed his
reputation my children. To
have killed him while he was
a hero would have given him
immortality, now he can die with
ignominy. Do it soon.

186. He rises, his skull-cane taps as he walks to another table piled with \$100 bills.

RED SKULL

My messenger will come for
this to-morrow.

He walks off.

187. EXT. ROADWAY BY MILROY. NIGHT.

A sign says MILROY population 1002. CAP driving, stops to check, and drives on.

188. EXT. GATEWAY OF SISTERS' MANSION. NIGHT.

RED SKULL's Mercedes purrs out, goes right, we PAN left to see CAP's car arriving. It stops some distance away, CAP gets out and looks through the trees to the gloomy mansion beyond.

189. EXT. SISTERS' MANSION. NIGHT.

CAP crunches up the driveway to the large wooden door. He knocks loudly on the gargoyle-knocker. An owl, frightened, hoots above. CAP jumps up to the top of the door frame, grabs it, and pulls himself up so he is out of sight to anyone opening the door.

189. CONTINUED:

The door is opened by SISTER DREAM. She sees nothing as CAP is above. CAP shoots down kicking her backwards! She flies to the floor. CAP walks in, looking down at her unconscious body -

CAP

Sweet dreams, sister.

190. INT. BARONIAL HALL. DAY.

THE THREE remaining SISTERS and EVA sit back in their chairs, SISTER PLEASURE with long-limbed legs resting on the table. They are laughing and throwing burning darts at the photo of CAP pinned on a pillar. CAP appears silently in the doorway behind them. He starts to walk forward.

EVA

Who was it, Sister Dream?

CAP

Brother Justice, ladies.

191. The SISTERS rise at the same time as CAP pulls the chair from under SISTER PLEASURE, and kicks up the table rolling it onto SISTER DEATH. EVA and SISTER AGONY levitate into the air.
192. SISTER AGONY hovering above snarls, and her great steel fingernails shoot out. She comes down on top of CAP gouging into his back. He rolls over throwing her off and hurls her strongly with his shield.
193. SISTER DEATH rises. Like the other great muscular Amazonians, she comes forward to CAP as he is hitting SISTER AGONY and gets him from the back round the neck. EVA punches him heavily in the stomach. He kicks out at EVA, sending her sprawling, and throws SISTER DEATH over his shoulder. She hits a pillar and falls.
194. Suddenly SISTER PLEASURE is on him - her mouth open showing sharp teeth -

SISTER PLEASURE

Let me kiss you - !

She gets him in a bear hug trying to lacerate his face with a kiss. CAP rolls over knocking the table with the money which flies into the air, thousands of \$100 dollar bills flutter everywhere.

195. EVA picks up one of the fiery darts, blowing on it so the flames shoot up to a furnace and hurls the mass of flame at CAP! He just gets his shield in the way in time.
196. SISTER AGONY and SISTER PLEASURE lift one of the enormous oak tables and hurl it through the air toward CAP. He raises his shield in the nick of time and it splinters into a thousand pieces.
197. SISTER PLEASURE and SISTER AGONY attack again. CAP whirls and kicks and lashes with the shield. He knocks SISTER PLEASURE a great wback and she flies backwards.
198. SISTER AGONY comes at him with her steel nails, he ducks, picks her up and hurls her through an open door.
199. SISTER AGONY starts to come back, her hands with the nails coming round the door-frame. CAP slams the door. A scream as the fingers with the nails are smashed by the door; wriggling like steel-topped snakes. He opens the door and kicks at the figure behind it. A great yell.
200. As CAP comes back into the room EVA is hovering above. She now has the ray-gun.

EVA
Goodbye little friend.

A burst of laser from the ray-gun, CAP throws himself to one side and the great haronial chair diminishes to toy-house size.

201. CAP throws himself behind an enormous dresser. A laugh from EVA. The Ray! The dresser becomes a toy dresser with CAP fully revealed. He is bending low, with a sweep of his arm he throws the Shield. It whooshes into the air, catching EVA in the stomach. She doubles over the Ray Gun flying from her hands. She falls back rolling over a high balcony and dropping from sight.
202. CAP rushes forward and picks up the Ray Gun.
203. He puts the mini statue from his pocket onto the floor stands back, looks at the gun, adjusts a catch on it, and aims at the haronial chair to test it. The chair enlarges to proper size.

204. A second blast, this time at the Statue! The tiny statue rushes upwards and outwards. Furniture is shoved aside. As it rises in height in the vast room, it crashes into the ceiling.

205. EXT. SISTERS' MANSION. NIGHT.

The Statue of Liberty bursts thru the roof, showering debris like an explosion. The head, hand and torch tower above the building.

206. INT. SISTERS' MANSION. NIGHT.

Debris and bits of roof fall everywhere. SISTER DEATH just coming to, is hit by a piece of masonry and falls back again. Bats, disturbed flutter and scream. A falling gargoyle hits SISTER PLEASURE.

207. As the dust settles CAP looks at the aftermath. He spins round as he hears his name -

BERNIE
Steve - Steve!

Running toward him through the dusty-smoke is BERNIE.

STEVE
Bernie?! How did you get here?!

208. They run toward each other. They throw their arms around each other. They are about to kiss. CAP looks into the loving face of BERNIE. The face changes! It becomes the evil SISTER SUPERIOR/EVA.

209. CAP is thunderstruck!

210. An evil smile and EVA grabs the Ray Gun and levitates into the air, aiming it at the Statue!

211. CAP moves like lightning. Again he burls the great shield. It smashes into the ray gun breaking it into a thousand pieces. EVA stands on a parapet of a pillar.

212. Down below SISTER PLEASURE, SISTER AGONY, and SISTER DEATH slink away.

EVA
Cowards! Stay! Fight on!

CAP looks up at her as her troops vanish into the darkness and the dust.

212. CONTINUED:

CAP
You're superior, sister.
Coming down?

EVA
There will be another time!

She flies upwards towards the great hole in the roof.

EVA
My father lives - !

CAP
Your father?

EVA
The Red Skull. You and
America are still doomed!

She is a tiny figure disappearing into the night sky.
CAP is left alone in the house.

213. INT. SISTERS' HOUSE. DAY.

CLOSE on a pile of \$100 bills. A hand puts another on top.

OFFICIAL
Nine million, nine hundred
and ninety-nine thousand
five hundred -
(Another bill)
Six hundred -

214. We see the table loaded with piles of money. The room is full of POLICE, OFFICIALS, the RESTORATION MAN up a ladder, THE MAYOR, POLICE CHIEF, MAJOR HOWARD, CAP.

OFFICIAL
We're four hundred short!

Laughter. CAP smiles apologetically.

CAP
I'll make it up to the City
later, sir.

MAYOR
Make it up?! Son, you're a
genius. I knew you could do
it.
(He leads CAP out)
Listen, don't mention the
five flying dames to the Press,
huh.

214. CONTINUED:

MAYOR

We got the statue, we got
the cash, let's quit while
we're ahead.

215. EXT. SISTERS' MANSION. DAY.

A mass of TV, RADIO, NEWSPAPER press, POLICE hold back
CROWDS. SOLDIERS patrol, cranes ready to move the
statue. As the MAYOR leads CAP by the PUBLIC -

MARGO

He used my pen! Hey Cap,
this is Kay, remember
talkin' to her - !

CAP gives MARGO and KAY a wave.

MARGO

(To KAY)

See, told you I knew him.

CAP mounts the rostrum. EVERYONE cheers.

216. INT. BERNIE'S GLASS BLOWING WORK AREA AND SHOP. DAY.

A large glass bubble grows on the end of a glass pole.
BERNIE is blowing. Other STAFF watch the TV which
BERNIE sees through the oncoming bubble.

MAYOR

(On TV)

I backed him from the start,
and here he is - Captain
America!

217. EXT. SISTERS' MANSION. DAY.

Applause, CAP steps forward.

CAP

The Freedom of the American
people can never be taken from
them.

218. INT. BERNIE'S SHOP. DAY.

The voice on the TV jolts BERNIE. She puts down the
glass to look. We ZOOM in to CAP on TV.

CAP

That which symbolises their
Freedom is as precious as
Freedom itself!

218. CONTINUED:

BERNIE is beginning to realise who CAP is. She holds up her hands blotting out the costume, leaving the masked eyes only in vision.

CAP
Any American given the
opportunity would have
done as I did.

BERNIE staggers backwards knocking over glass on a table behind her.

219. EXT. SISTERS' HOUSE. DAY.

MAYOR
Three cheers for Cap!
Hip, hip -

CROWD
Hooray!

220. INT. BERNIE'S SHOP. DAY.

BERNIE sits on a chair, a WOMAN rushes in with a glass of water. On TV:-

MAYOR
Hip hip!

CROWD
Hooray!

BERNIE
(Drinking)
A blue vest!

221. EXT. STEVE'S APARTMENT HOUSE. NIGHT.

STEVE walks, his portfolio bulging, the last Hip Hip - Hooray heard over. He turns up the steps.

222. INT. STEVE'S APARTMENT BUILDING. NIGHT.

STEVE going past BERNIE's apartment door. He's going on upstairs when he hears -

BERNIE
Hey, Captain!

STEVE turns. BERNIE holds her hands either side of her head, fluttering them like CAP's wings. She smiles, and raises an eyebrow.

223. INT. STEVE'S APARTMENT. NIGHT.

BERNIE serves some coffee.

BERNIE
I won't tell anyone, honest.
I love you. Both of you.

STEVE
I'll have to leave here, Bernie.
They know who you are.

BERNIE
They?

STEVE
My enemies, I don't want you
involved.

BERNIE
Hey, I am involved..

A knock on the door. They look up.

STEVE
I'll go.

He opens the door. An ARMY DESPATCH RIDER's there.

ARMY MAN
Letter for Mr Steve Rogers.
(STEVE takes it)
Sign here.

STEVE signs. BERNIE watches. The door closes. STEVE
pulls out a letter with a check attached.

BERNIE
Who's it from?

STEVE
The Army - it's for over a
million dollars!

BERNIE
What?!!

She comes over and takes the check.

STEVE
(Reading)
Forty-one years back pay.

BERNIE
I want it on record, I fell
in love with a starving artist,
I'm no gold-digger.

223. CONTINUED:

STEVE

I can't keep tthis.. I haven't
earned it.

BERNIE takes the letter.

BERNIE

Wha'd'ya mean?! You were
stuck in ice for forty-one
years! A smart lawyer would've
got double!

STEVE

Maybe there is something I can
spend it on.

BERNIE looks up hopefully.

224. EXT. ROKATANSKI & CO BUILDING. DAY.

An old, glass-fronted, three-storey building in
Brooklyn. CLOSE on a sign FOR SALE, LUXURY OFFICE
BUILDING. A "SOLD" SIGN is placed over it. A WORKMAN
starts to hammer it on.

We see the building in LS, and through the glass
STEVE and BERNIE with a REALTOR.

REALTOR

This area's on the up and up.
Sign here.

STEVE signs the purchase document on an old table.

225. INT. STEVE'S APARTMENT BUILDING. DAY.

STEVE and BERNIE come up to Steve's door, outside
sacks of mail. STEVE picks one up as BERNIE opens
the door.

STEVE

The Army keep forwarding more
every day.

226. INT. STEVE'S APARTMENT. DAY.

They enter. Mail bags fill the room.

BERNIE

My aunt's back from Miami
to-morrow. She'll whiz through
tthis. She loves opening other
people's mail.

227. INT. STEVE'S HOTLINE HQ. DAY.

The vast space is taking shape. CAP, in uniform, sees WORKMEN fit complex wiring, TELEPHONE MEN, COMPUTER MEN, PAINTERS, FURNITURE MOVERS! At a makeshift table MRS RUBINSTEIN, with lemon tea and a YOUNG GIRL ASSISTANT open the sackfuls of letters. She has rubber stamps. One for YES one for NO.

MRS R

Mr. America - you want a free Cadillac?!

CAP

No thanks.

She takes a NO stamp, stamps the letter. Puts it in a tray marked No Thanks. BERNIE greets a COMPUTER EXEC.

COMPUTER EXEC

(Going to CAP)

I'm happy to tell you Apple
Computers are pleased to donate
all this equipment to your
great cause.

228. He shakes CAP's hand. His PHOTOGRAPHER flashes a photo.

CAP

These are made in America?

EXEC

Every last chip.

MRS R

You wanna holiday for two at
the Honolulu Hilton?

BERNIE

Hawaii?! You het.

CAP

Bernie! Thank them, hut
no.

229. MRS R stamps NO again.

MRS R

You wanna Harley Davidson hike,
custom built?!

BERNIE

No.

229. CONTINUED:

CAP

Yes.

MRS R

(Stamps Yes, looks at
another letter)

How about a guest a role in
Dynasty?!

CAP looks round. Before he can answer BERNIE taps
her watch.

BERNIE

Hey, superstar, it's lift-off
time.

230. EXT. LIBERTY ISLAND. DAY.

CAP's hand pulls a silk cord. A canvas falls through
frame.

Three helicopters rise pulling the upper canvas off
the Statue of Liberty. The glittering lady is
revealed, torch aloft. A great roar from the CROWD
at the re-assembled Ceremony. MAYOR, POLICE CHIEF,
MAJOR HOWARD etc. CAP speaks into the mike.

CAP

Fellow Americans! Not only
am I back with you, but thanks
to modern technology I am able to
announce today - the Captain
America hotline! If you feel
that Liberty is in danger just
call on me as your friend and
defender!

A great cheer from the CROWD. CAP framed against
the statue, the sun's rays gleaming behind him.

231. EXT. JUNGLE CLEARING IN PARAGUAY. DAY.

The "lab" has grown, more equipment, more arriving.
A mix of scientific and witch-doctor. The WHITE SCIENTIST
works with the OLD INDIAN and ELPERS. RED SKULL, holding
a message, strides past INDIAN WOMEN cooking on a fire.

RED SKULL

I will have to defeat Captain
America myself. Make me young
again!

WHITE SCIENTIST

We are working day and night.

231. CONTINUED:

He indicates cages with monkeys and other animals being used as test specimens.

RED SKULL
(Crumbling a newspaper
in his hands)
Now he offers himself to the
people! He is opening a
Hot Line!

232. INT. CAP'S HOTLINE HQ. DAY.

Now operational! Computers whirr, STAFF monitor them, TELEPHONISTS answer "Captain America Hotline" and take notes. MRS RUBINSTEIN at the letters. BERNIE supervising. She calls CAP to the back door.

233. EXT. YARD AT BACK OF HOTLINE HQ. DAY.

A gleaming Captain America bike - Reps of Harley Davidson hand it over, it has stars and stripes on it.
THIS IS A MONTAGE TO BEAT MUSIC!

234. EXT. A SUPERMARKET. DAY.

A GANG of ROBBERS in Carnival Masks, burst in, hold up CUSTOMERS, the MANAGER grabs a phone.

235. EXT. BACK OF HOTLINE HQ. DAY.

An ASSISTANT runs out, hands CAP a note. With bike REPS being photoed with CAP, he roars off with a rising wheelie leaving them covered in smoke,

236. EXT. SUPERMARKET CAR PARK. DAY.

POLICE now hide behind their cars and other cars - CROOKS, masked, come out using CITIZENS for protection.

237. CAP appears! He roars behind the CROOKS on the sidewalk, kicking them as he goes from his bike, sending them sprawling.

238. POLICE look amazed and happy!

239. CAP hurls himself among the CROOKS! They are knocked flying into four supermarket trolleys. CAP pushes the unconscious CROOKS in the trolleys toward the POLICE. He modestly accepts the thanks and applause of the VICTIMS and other SHOPPERS!

240. INT. STEVE'S APARTMENT. NIGHT.

Headline in a newspaper: CAPTAIN AMERICA CATCHES CROOKS! A cup of coffee is put onto the paper which is on a table by the sofa. BERNIE has put the coffee down, she embraces STEVE.

241. INT. GRAPHICS ROOM IN AD AGENCY. DAY.

STEVE is drawing at an easel in a room with FIVE other commercial ARTISTS. BRENDAN WALSH walks round supervising the work. STEVE is drawing a lovely picture of New York.

242. EXT. RUSSIAN EMBASSY. DAY.

The Red Flag flutters. Beneath it TWO MEN IN DARK SUITS hustle a WHITE-COATED SCIENTIST, struggling, into the back of a limo. A KID across the street notices this. As the limo roars off the KID picks up a pay phone.

243. INT. GRAPHICS ROOM IN AGENCY. DAY.

By STEVE's easel a light flashes on his brief-case. STEVE looks down, sees it, and picks it up and walks thru the room.

244. INT. MEN'S ROOM IN AD AGENCY. DAY.

STEVE enters and takes the phone from the briefcase.

245. EXT. NEW YORK ALLEY. DAY.

STEVE puts his portfolio down, we see his old clothes stuffed in it, he walks from behind a corrugated iron wall, and up the alley. He is now dressed as CAPTAIN AMERICA.

246. EXT. ROAD BY SMALL AIRPORT. DAY.

The Russian limo speeds along. INSIDE the SCIENTIST is being injected by the DARK SUITED RUSSIANS, still struggling.

The small figure of CAP on his bike appears behind the limo in the distance. The limo turns into the airport.

247. EXT. WIRE FENCE BY AIRPORT. DAY.

A high hank by the fence. CAP whizzes up the hank.
The hike catapults off over the wire fence.

248. EXT. AIRPORT RUNWAY. DAY.

Far down the runway a Russian small jet plane. The
DARK SUITED MEN drag the SCIENTIST up the steps.

249. CAP coming closer.

250. They see him, and slam the door shut on the SCIENTIST,
pulling the steps away. The jet engines roar into life.

251. CAP is heading down the runway straight at the plane.
The pilot sees him and revs to start moving.

CAP on his hike is heading straight for the plane.
He suddenly brakes fiercely!

252. The hike halts, dead stop, tilting forward like a
catapult. CAP flies through the air toward the
cockpit, his shield held in front of him.

253. INT/EXT. COCKPIT OF JET PLANE. DAY.

CAP's shield takes the glass out of the cockpit window.
He is hurled into the plane, stunning the PILOT.

254. INT/EXT. JET PLANE. DAY.

CAP hursts into the cabin. Amazed RUSSIANS spin round.
CAP leaps forward.

255. EXT. PLANE ON RUNWAY. DAY.

ONE RUSSIAN hurtles from the door that is pushed open.
ANOTHER RUSSIAN flies out, hitting the tarmac. CAP
jumps from the plane holding the DAZED SCIENTIST in
a fireman's lift position.

256. He picks up his hike, puts the SCIENTIST on the hack,
and zooms off as the dazed RUSSIANS look up. Police
cars screech onto the runway.

257. EXT. ALLEYWAY IN NEW YORK. EVENING.

CAP walks down the alley, he sees a TRAMP wearing his clothes, come out from behind the corrugated iron fencing and walks away. CAP registers horror. He runs to fencing. Looks down. His portfolio is open, and the tramp's old coat and clothes rest by it.

258. LATER: CAP dressed in the tramp's clothes, carrying the portfolio, trudges up the alley.

259. EXT. CAP'S HOTLINE HQ IN BROOKLYN. DAY.

High angle: down the street, empty in the early morning, CAP on his custom-built bike. He brings it to a halt outside the HQ. As he is climbing off he hears a voice:

MRS COHEN

Hey, you! Fancy man!

CAP turns to see the portly figure of MRS COHEN.

MRS COHEN

What are you doing about my Natalie?! Six weeks I haven't heard from her - she's vanished!

CAP

If you'd call our hotline number -

MRS COHEN

Hot line?! What's so hot? Messages I've left already. Ten, twenty - I've lost count.

CAP

Mrs -

MRS COHEN

Cohen, Ruth Cohen.

TWO COMPUTER workers walk into the building.

CAP

I'll look into it!

259. CONTINUED:

MRS COHEN
(Handing him a piece
of paper)
Here's my number, call me.

CAP smiles and walks into the building. MRS COHEN
calls after him.

MRS COHEN
Tell me, who's your tailor?

But he has vanished inside.

260. INT. CAP'S HOTLINE HQ. DAY.

Computers are ticking away, STAFF answer hot-line
phones, other STAFF filing masses of requests for
Captain America. BERNIE hustling to and fro.

BERNIE
I know you're ageing well,
but you'd have to live to
three thousand and sixty-
eight just to deal with
what we've got so far.

CAP.
We can only do our best,
Bernie. Punch up Natalie
Cohen, will you.

BERNIE walks to a Computer. CAP follows.

BERNIE
Her mother been on again, huh?

She types up the name. Onto the screen comes:

"NATALIE COHEN - age 19, Hair Red, Height 5'7" Address
16 Belmont, Queens, Time of disappearance approx 10 pm
26 June. Last seen by friend Myra Lewis at Ricky
Roulette Concert, Meadow Stadium, New Jersey.

CAP
Ricky Roulette, huh!

BERNIE
You know, I seem to remember
we had another girl go missing
at one of his concerts.

260. CONTINUED:

CAP
I'd like to go missing
before he sings!

She punches out something else onto the computer. A list of eight GIRLS comes up all missing after various Ricky Roulette Concerts.

CAP
Eight girls, all vanish after
Ricky Roulette Concerts - !

261. INT. STEVE'S APARTMENT. NIGHT.

A Ricky Roulette song plays on the stereo. Next to it is a Record Cover showing the brightly dressed pop singer. STEVE is at his drawing board. Various drawings of Ricky Roulette, already completed, are standing around the room. STEVE is working on another. Photos of Ricky guide him.

BERNIE comes in with a tray of coffee, wincing at the noise of the record. STEVE holds up his final drawing of RICKY.

BERNIE
Very flattering. He should look
so good in real life.

STEVE
I hope he feels that way. I'm
submitting them for his next
album cover.

262. EXT. RED SKULL'S HACIENDA AND SURROUND. DAY.

The OLD INDIAN and the WHITE SCIENTIST lead a line walking toward Red Skull's Hacienda. Two INDIANS carry poles over their shoulders, strung between the poles is a cage hidden by an Indian Blanket. THE RED SKULL sits in his rocking chair. The group arrive.

RED SKULL
What's all this?

SCIENTIST
In our search for the elixir
of youth, we have made a
breakthrough.

The OLD INDIAN nods in agreement.

262. CONTINUED:

SCIENTIST

The natives preserve shrunken
beads in the sap of the
Ceramalatis tree.

RED SKULL

This is the age of genetic
mutation! You talk of
trees!

263. The SCIENTIST triumphantly whips off the blanket from
the cage the INDIANS have placed on the verandah.
Inside is a very old chimpanzee.

RED SKULL

You mean this animal will
grow young?!

SCIENTIST

You don't understand Herr
Red Skull. This chimp was
only born this morning!

The RED SKULL starts to take this in.

264. EXT. STREET WITH STEVE'S APARTMENT. DAY.

Early morning: a large white limo glides down the
street. TV antennae bristle, the windows are black
glass. It stops outside STEVE's apartment house as
BERNIE comes out. The window glides down. A
ravishing blonde CHAUFFEUSE looks out. She's
holding an envelope.

CHAUFFEUSE

Does Steve Rogers live here?

BERNIE

(She yells up)
Hey Steve!

STEVE's head appears at his window.

BERNIE

You ordered a car?

The CHAUFFEUSE hands BERNIE a large envelope, she opens
it.

BERNIE

(Shouting up)
Ricky Roulette wants to see
you.

264. CONTINUED:

STEVE

He must've liked the drawings.

BERNIE

It's a ticket for to-night's concert.

CHAUFFEUSE

There's a back-stage pass, too.

BERNIE

Only one?

The limo starts to glide off. As it goes:

CHAUFFEUSE

Enjoy the show!

265. EXT. CONCERT STADIUM. NIGHT.

RICKY ROULETTE is giving an electrifying performance on the stage. Surrounded by FANS, mostly GIRLS, dancing and waving, STEVE sits, unmoved. During the song we see RICKY's AIDES in various key positions looking thru binoculars at GIRLS in the audience and signalling to each other, and talking into walkie-talkies. The song finishes to hysterical applause.

GIRL

Isn't he great!!

STEVE looks unimpressed.

266. EXT. COURTYARD BY STAGE DOOR OF STADIUM. NIGHT.

CLOSE on STEVE's Backstage Pass - in clear letters it says he will be admitted backstage. The Stage Door is surrounded by hordes of GIRL FANS screaming and shouting. Large wagons for sound equipment are there. ROULETTE AIDES wearing Roulette T-Shirts surround the Stage Door, others are on top of the sound vans with walkie-talkies. STEVE pushes his way toward the Stage Door. He sees an AIDE accosting a pretty fan, ANGELA.

AIDE

You wanna meet Ricky then?

ANGELA

Oh, yes, yes.

267. ANGELA's GIRLFRIEND, less pretty, calls out.

GIRLFRIEND
Can I come, too?

AIDE
Sorry honey, no more room...

268. He leads ANGELA away. STEVE sees a small door a few yards away from the Stage Door. AIDES are marshalling some of the GIRL FANS thru.

STEVE gets to the Stage Door. A GORILLA-AIDE bars the way, STEVE shows his Pass.

STEVE
I've got an appointment with
Mr Roulette.

GORILLA
(Indicating fans)
They've all got appointments.

He speaks into his Walkie-Talkie.

GORILLA
Creep here called Rogers
says he has...

STEVE takes the Walkie-Talkie and crushes it in his right hand like an orange. The GORILLA gasps.

269. INT. RICKY ROULETTE'S DRESSING ROOM. NIGHT.

STEVE enters. The room is empty except for RICKY who faces a bank of one-armed bandits which he is frantically playing. A SMALL MAN with a bag scrabbles to pick up a few coins from the floor.

STEVE
Mr Roulette?!

RICKY
Gimme a quarter man, quick!

270. The SMALL MAN offers RICKY a quarter from the bag.

RICKY
Not you! Him!

271. STEVE fumbles in his pockets.

RICKY
Quick, for luck!

271. CONTINUED:

He grabs STEVE's quarter puts it in the machine.

RICKY

(To the machine)

Come on baby, let me have it!

272. RICKY pulls the lever, the barrels spin. A jackpot!!
Coins pour out. The SMALL AIDE bends to collect them.

RICKY

You're a genius, man! Who
are you?

STEVE

Steve Rogers, I did some
drawings of you -

RICKY

They suck.

STEVE

Is that good or bad?

A door at one side of the Dressing Room is thrown open
and two AIDES bundle in FIVE GORGEOUS GIRLS, they
"ooh and ah". One is ANGELA.

ANGELA

Ricky...!

She extends a hand.

RICKY

(Ignoring her and pointing)

No. Yeah. Yeab. Yeah... No.

273. The two "No" GIRLS are bundled back from where they
came. The three "Yeah" GIRLS (including ANGELA) are
taken to a door the other side of the room by the
SECOND AIDE.

RICKY

(To STEVE)

A hundred bucks says the
next one's a redhead.

STEVE

I don't gamble sir, I draw.

RICKY pulls STEVE's drawings from behind one of the
machines.

273. CONTINUED:

RICKY

So you draw! You gotta be more artistic. I need more hair. Look you made me fat, people think I'm eighteen... thinner waist, see - here's an advance -

He grabs the heavy bag of coins from the SMALL MAN. The door opens and FIVE MORE GIRLS are ushered in. - the first one's a redhead.

RICKY

Tbat's a hundred bucks you owe me!

He dips into STEVE's bag and throws coins on the ground, the SMALL MAN starts to scoop them up into another bag.

RICKY

No, no, yeah, no, yeab.

The GIRLS go a similar route. RICKY puts his arm round STEVE. Leading him to the door.

RICKY

Great to meet you, Roger.
You take care now.

He closes the door - he turns to the GIRLS being ushered thru the No door.

RICKY

Bring that one back, I wanna check out her B side.

274. EXT. COURTYARD BY STADIUM. NIGHT.

AIDES are backing a black truck up so it is a few feet from a door to the stadium. The rear doors are open revealing comfortable seating inside.

AIDE

(Into walkie-talkie)
Operation Big Wheel.

The sound of giggling from inside the Stadium, a GAGGLE OF GIRLS is led into the truck...

GORILLA

OK girls, tthis way for the party.

274. CONTINUED:

As they get into the Truck ANGELA drops a lipstick. It rolls along the ground. She runs after it.

275. The lipstick stops by a closed doorway. As the GIRL bends to pick it up, she sees a pair of shoes. Someone is hiding in the doorway. She screams!

276. The GORILLA hears ANGELA and makes for the doorway. STEVE is hiding there. ANGELA runs back to the truck. The GORILLA faces STEVE.

STEVE

Hi.

GORILLA

Wh'd'ya doing here, man?

STEVE

I've read so much about
Ricky's mansion, any chance
of going to the party?

He nods in the direction of the truck the GIRLS are getting into.

GORILLA

It's private. And it's a
private truck. Moh-proof,
riot-proof, jerk-proof.

STEVE

You can share a cab with me,
then.

RICKY ROULETTE comes out of the door, he heckons to the GORILLA. The blonde CHAUFFEUSE holds the limo door open.

RICKY

Eugene, we're leaving.

The GORILLA ambles over to RICKY. The truck, klaxon blaring, starts off. STEVE watches as RICKY's group get into the Limo. Screams! A mass of FANS sweep past STEVE, nearly knocking him down, and rush after the departing Limo. STEVE runs round the corner.

277. EXT. ROADWAY NEAR STADIUM. NIGHT.

STEVE gets to his hike which is unseen behind some bushes. A moment. A roar. The hike with CAP on it takes off!

278. EXT. GATEWAY OF RICKY'S MANSION. NIGHT.

An ornate Main Gate. A line of limos is drawing up. Rolls Royces, Mercedes, Cadillacs - armed GUARDS are checking the OCCUPANTS who have printed passes, before waving them through to the vast driveway to the house. We PAN along the wall.

279. EXT. AREA BY THE HIGH WALL. NIGHT.

CAP is by the towering wall, topped by electrified wire. Trees come close to the wall. CAP has a rope with a noose on the end. He takes aim and throws it, lassooing the top of a young sapling his side of the wall. He starts to pull the rope, bending the sapling down towards him.

280. EXT. RICKY'S MANSION. NIGHT.

AIDES are opening the limo doors, and GUESTS of various nationalities get out, in national costumes.

281. EXT. AREA BY HIGH WALL. NIGHT.

CAP has the sapling bent over nearly to the ground. He is pulling at the rope tied round a thick tree. He starts to tie it off.

282. EXT. THE GROUNDS OF RICKY'S MANSION. NIGHT.

TWO GUARDS are walking the other side of the wall.

GUARD 1

Did you hear something?

They listen.

283. EXT. AREA BY HIGH WALL. NIGHT.

CAP gets onto the sapling. He sits abreast of it, holds firm, and chops at the rope holding it down with his knife. The sapling springs upright taking CAP with it.

284. EXT. GROUNDS OF RICKY'S MANSION. NIGHT.

CAP literally flies, catapulted over the wall by the sapling. His body is seen "whooshing" above the TWO GUARDS.

284. CONTINUED:

GUARD 2
It's just the wind.

285. Further away CAP lands behind a hush.

286. INT. LARGE ROOM IN RICKY'S MANSION. NIGHT.

An enormous room lit by vast hanging chandeliers. The GUESTS of all nationalities are drinking champagne, eating canapes. RICKY, closely followed by the GORILLA, is mingling. He greets a fat ARAB.

RICKY
Ahdullah hahy, you're
wasting away!

287. EXT. GROUNDS OF RICKY'S MANSION. NIGHT.

CAP walks toward the house, dodges from tree to tree. He hears voices and runs forward into open ground. A semi-circle of Greek statues are arched at the top of a pool area. He suddenly looks up and sees:-

288. A surveillance Camera turning toward him.

289. CAP looks back but there is no time to run for cover. He rushes forward and grahs the end statue of a Greek with a shield in classical position on a small plinth. He throws the statue into the pool, and takes its place on the plinth in the same pose. The Camera swings onto him.

290. INT. TV MONITOR ROOM. NIGHT.

On a TV Screen the camera pans onto the statues. A GUARD looks. The light makes silhouettes of the statues. The last one, we recognise as CAP. The GUARD, watching, turns as another GUARD enters, as he does so we see the last statue run off from the plinth. The SECOND GUARD, who has hrought coffee, peers to the screen.

GUARD 2
Go back, I thought something
moved.

GUARD 1 presses a button and the Monitor pans back, now the plinth is empty. Some GUESTS wander by the pool.

290. CONTINUED:

GUARD 1
Statue's gone.

GUARD 2
Souvenir hunters.

291. EXT. GROUNDS OF RICKY'S MANSION BY THE POOL. NIGHT.

The AMERICAN cowboy-dressed GUESTS are wandering by the pool. CAP hides in the hushes. Re picks up a drink left on a poolside table, and comes over to join them.

AMERICAN 1
Hey, look who's here!

AMERICAN 2
Captain America.

CAP
Hi fellas. Name's Stuhel,
Tom Stuhel, Captain America
Motel, Reno. Sure is a
grand party.

A WAITER passes by the AMERICAN takes a canape.

AMERICAN 1
You'd think he'd have real
caviare.

The AMERICAN looks into the pool at the statue lying on the bottom.

292. OTHER GUESTS come to the pool area. WE PAN through them, and down to a grating at the side of the pool house at ground level. We come CLOSER, the chatter of GUESTS and feet passing by. Through the grating we see:-

293. INT. LARGE UNDERGROUND ROOM. NIGHT.

A large, luxurious room. A soda fountain bar, juke box, photos of Ricky Roulette, videos of Ricky performing. Some FIFTY GIRLS, among them NATALIE COHEN and ANGELA WATSON. The GIRLS are finishing putting on sexy party dresses. The CHAUFFEUSE and other FEMALE AIDES helping.

CHAUFFEUSE
Come on girls, it's party
time.

293. CONTINUED:

The GIRLS laugh, check their appearance in multi-placed mirrors. They seem perfectly happy.

294. EXT. GROUNDS OF RICKY'S MANSION BY THE POOL. NIGHT.

The group around CAP has got larger, some GERMANS have joined them. AIDES in evening dress appear.

AIDE

Gentlemen, please make your way to the Grand Salon... The Game is about to commence.

The AMERICAN who had been looking in the pool speaks to the AIDE as he passes.

AMERICAN 1

Better check your pool, there's a guy in there doesn't look too good.

CAP wanders in with the rest.

295. INT. HALLWAY OUTSIDE GRAND SALON AND GRAND SALON. NIGHT.

GUESTS walk down the marbled hallway and turn into a vast room. As CAP and his GROUP enter we CRANE UP to see an enormous roulette wheel, and facing it, marked out on the floor, a roulette "table" about fifty feet long.

AIDES in evening dress, like CROUPIERS stand about. At one end of the room is a raised dais on which stands RICKY ROULETTE, the GORILLA ever by his side. Chandeliers, and around the roulette "table" the floor is slightly banked so everyone gets a good view. A passageway through the CROWD leads to a doorway. An enormous raised roulette wheel is in front of RICKY. RICKY surveys the GUESTS.

RICKY

It's an honor to welcome to my humble home the owners of such famous "bouses". Each of you provide, in your own land, the finest in personal entertainment. We have gathered for you here to-night the prime of young, American womanhood. A chance for you to invest in the future - and

295. CONTINUED:

RICKY

(Contd.)

to help me out of certain financial difficulties my own habits have recently led me into.

CAP stands with the AMERICANS. One of them whispers:-

AMERICAN 1

This guy's a total moron.

RICKY

Onto each number of the cloth will go a lovely American girl. Instead of merely winning 36 times your wager, this young thing will be yours. On the even chances, black, red - three wins in a row and you can pick any girl on that section. These young people aren't only beautiful, they have exquisite taste, because they're all fans of mine.

Polite applause from the GUESTS. RICKY "ssh" finger to mouth -

RICKY

The girls believe this to be a game!

He beckons to a door where the CHAUFFEUSE stands.

RICKY

Miss Hazeldine!

296. Behind RICKY an AIDE presses a button and a rousing Ricky Roulette song blares out. The CHAUFFEUSE heralds in the GIRLS!
297. The GUESTS crane and cheer, the GIRLS giggle and wave. RICKY hows and blows them kisses. CAP's eyes narrow.
298. AIDES helps the GIRLS to their places on the roulette "table". Each number has a leggy girl on it. Six BLACK GIRLS go on the Black Section, six REDHEADS, including NATALIE COHEN, go on the Red Section.

RICKY

Place your bets.

299. The GUESTS clamour forward, some crawling among the legs of the GIRLS to place money on numbers. An AIDE stops one MAN.-

AIDE

One hundred thousand dollar minimum, sir.

300. The MAN takes more bills from his coat. An ARAB puts Gold on one of the squares - an AIDE weighs it in a small scales before putting his bag back. The Ricky Roulette song blares on.
301. CAP walks quietly away from the action. A sense of impending intervention.
302. Money, diamonds, gold, all mount up around the legs of the lovely GIRLS. One MAN puts an American Express Gold Card - an AIDE brushes it aside.

AIDE

No credit cards.

303. The Ricky Roulette song ends. There is a silence. A small SOUTH AMERICAN scuffles to change his money from one square to another. Everyone watches him impatiently. He smiles an apology and takes his place at the side. Very tense and quiet.
304. RICKY ROULETTE walks forward to the large wheel. He picks up the white ball, turns the wheel and spins it in. The wheel whirrs. The ball bounces with sharp clicks from section to section. All eyes crane forward. ANGELA calls out.

ANGELA

Gee this is fun, Ricky!

305. She falls silent, only the ball bouncing in the roulette wheel makes a sound.
306. The ball slows as the wheel ends its momentum. It rolls into number eleven.

RICKY

Number eleven, black.

The GIRL on number eleven jumps for joy. A FAT MAN goes forward to collect her.

Suddenly on a small balcony, facing RICKY on the dais, CAP steps forward.

306. CONTINUED:

CAP

This obscene lottery is a
disgrace to our country.
I, Captain America, demand
Justice!

All eyes turn to him.

AMERICAN 2

What's Tom Stubel doing up
there?

RICKY

Get him!

307. TWO TOUGH AIDES appear behind CAP, they grab him.
With an easy flick he throws them both over his
shoulder, hurling them down onto a large buffet
table below. A loud CRASH!

GORILLA

Waste the creep!

308. He pulls out an automatic pistol and fires up at CAP.
The bullet hits the wall - as CAP leaps forward off
the balcony. He grabs a chandelier and swings across
the room toward RICKY and the dais. As he goes the
chandelier parts from the ceiling, lowering him so
that he can drop kick the GORILLA.

309. Pieces of ceiling fall! The GIRLS and GUESTS scatter.
CAP rises as the GORILLA lunges at him, knocking him
backwards onto the tape machinery. The tape spins
round producing a RICKY ROULETTE song at double speed.

310. RICKY tries to jog the machine back to correct speed.
AIDES rush forward to deal with CAP. GUESTS rush
to reclaim their money from the table. An AIDE fires
at CAP in a moment when he is separated. CAP hurls
the Roulette ball at him, it hits him on the forehead
sending him flying.

311. CAP continues to fight THE GORILLA and other AIDES.
As he comes up he sbouts at a GIRL.

CAP

Call tbe police!

GIRL

What's the number?

312. CAP is pushed back by the rush of ATTACKING AIDES. The GORILLA levels a gun at him. Suddenly the CHAUFFEUSE smashes the GORILLA on the back of the head with a candelabra. CAP looks at her amazed. She runs forward, throwing some of the AIDES aside.

CHAUFFEUSE

Amanda Sprocket, FBI Agent 604!

313. She pulls off her blonde wig revealing blonde hair of exactly the same color.

CAP

Get the cops!

He continues fighting the AIDES all over the place, through the panicking GUESTS and fleeing GIRLS.

314. AMANDA goes for the phone. RICKY yells at her.

RICKY

You traitor! I hope
that's not long distance!

315. He turns as more AIDES with machine guns run out from behind the dais.

RICKY

Kill him!

They fire at CAP. He throws his shield and it cuts the machine gun barrels in half, returning to CAP. CAP wrenches out a brass rail from a guard to the Table and fights his way through, knocking out AIDES, as he makes for RICKY ROULETTE.

316. RICKY produces a gun. CAP comes toward him.

RICKY

I'm number one with a bullet.

In the panic some of the GIRLS scoop up money from the table. CAP faces RICKY. Suddenly CAP throws the shield, low -

CAP

How do you like my latest
disc?!

RICKY is hit on the shins, he falls forward and CAP grabs him. He holds him tight.

316. CONTINUED:

RICKY
(Gurgling)
I'm choking!

CAP
I thought you were singing.

317. The AIDES cannot fire for fear of hitting RICKY. Police sirens are heard. CAP throws RICKY onto the roulette wheel. The wheel spins round and round, RICKY twirling with it.

CAP
You'll get ten years for this.

RICKY
A thousand dollars says it'll
be seven.

318. COPS burst into the room, guns drawn. AIDES are slumped everywhere. Fleeing GUESTS are apprehended. GIRLS are oohing and ahing. The wheel slows down and a groggy RICKY looks around. CAP stands on the dais.

CAP
Girls of America, you have seen
the terrihle dangers of the
mindless worship of these
so-called singers. Theirs
is a cruel and shallow world.
They are not examples to be
looked up to! Go to where
you are truly wanted. Go
home to your mothers!

319. EXT. A STREET IN QUEENS. DAY.

CAP rides his hike down the empty morning street.
On the pillion NATALIE COHEN is still in her party
dress.

320. EXT. MRS COHEN'S HOUSE. DAY.

CAP rings the bell. Nothing. He rings again.

NATALIE
Mother seldom gets up before
ten.

The door opens. The awful sight of MRS COHEN in a
nightdress, her hair in Carmen Rollers.

320. CONTINUED:

MRS COHEN

My baby!

She hugs NATALIE. She releases her and turns to go inside. Then she looks back at CAP.

MRS COHEN

What's this she's wearing?!
She had a nice blue dress on -

CAP walks off down the steps. MRS COHEN calls after him.

MRS COHEN

You couldn't bring back the
dress? Call yourself a hero?!
Eighty dollars it cost - this
she can only wear at Weddings - !

As she leads NATALIE inside -

What would he know from clothes,
the way he dresses!

321. EXT. YOUNGSVILLE, OHIO. DAY.

A small, neat American town, nestling in a beautiful landscape, the essence of middle-American domesticity.

A sign says Youngsville. Respectable houses - well kept yards, early morning. We center on a typical house.

322. INT. CARTER HOUSE, JANIE'S BATHROOM/BEDROOM. DAY.

JANIE, 17, washes her teeth in front of the bathroom mirror. She puts down the toothbrush and examines her eyes. She pulls down one lid, looks concerned, takes another glance in the mirror as she leaves the room. There are wrinkles round her young eyes.

323. INT. KITCHEN OF CARTER HOUSE. DAY.

MR CARTER, 40, and his nice wife MARY are having breakfast at the kitchen table. JANIE comes in.

MR CARTER

Hi hon. Say, you look a bit
tired. Working late?

323. CONTINUED:

JANIE

No. You're a bit puffy round the eyes, too, dad.

324. EXT. DOWNTOWN YOUNGSVILLE BY A COFFEE SHOP. DAY.

MR CARTER pulls up in his car. He gets out heading for a Real Estate Office next to the Coffee Shop. MR NIXON also with briefcase, is walking by.

MR NIXON

Hi Bill.

MR CARTER

Morning Jim, how you doing?

MR NIXON

Feel kinda sluggish.

MR CARTER

You should play more golf.

325. He goes into the Real Estate Office, as he goes we zoom past him to the Coffee Shop window.

326. Sitting in the window drinking a milk-shake through a straw is SISTER AGONY, just watching. She's wearing normal clothes.

327. INT. REAL ESTATE OFFICE. DAY.

MR CARTER enters, four or five desks, a SALESMAN, CHARLIE, looks in a mirror on the wall, touches the sides of his hair.

MR CARTER

Charlie, bring me the Belmont Valley figures.

He goes to the back office. CHARLIE turns to a SECRETARY reading a newspaper with the headline POP STAR IN GIRLS FOR SALE SCANDAL! A photo of Ricky handcuffed between two cops.

CHARLIE

Thirty years old, and I'm going grey!

328. EXT. NEW YORK, RESTAURANT BY THE RIVER. NIGHT.

The New York skyline. The restaurant under the bridge is lit, DINERS inside.

329. INT. RESTAURANT UNDER BRIDGE. NIGHT.

STEVE and BERNIE having a romantic dinner. They are on dessert. A MAN is shown to the table next to them.

BERNIE

OK Steve, that was a terrific dinner. Now let's get married.

STEVE

I can't marry you Bernie, the risks are just too - !

BERNIE

I know! You're afraid of what your arch enemy, Hairless Harry would do to me if he found out!

STEVE

It's true!

BERNIE

It's bull! You think you're so unique because you run around in long underwear punching out psychopaths?! There are risks in every marriage - !

A gasp from the MAN at the next table. He half rises and crashes to the ground. BERNIE looks, then turns back to STEVE.

BERNIE

How much did you pay him to do that?!

STEVE bends over the MAN, there is some consternation. STEVE puts his hand on the pulse on the MAN's neck. BERNIE looks down.

STEVE

He's dead.

(To HEAD WAITER)

Do you know who he is?

HEAD WAITER

He was waiting for some people -

STEVE has taken the man's wallet, he opens it.

329. CONTINUED:

STEVE

His name's Ralph Scarfe.
From Youngsville.

(He looks at the face of
an old man and back to
the identity papers)
Gee - he's only twenty-nine.

330. INT. DOCTOR HOUSEGO'S SURGERY. DAY.

A panel reads DR. RAYMOND HOUSEGO M.D. The door is pushed open and we follow MR CARTER into the room. We are on his back as he enters. DR HOUSEGO comes into the office from another door. He holds a garland of flowers that you get in Hawaii. He is tanned. He hangs the flowers over a painting.

DR HOUSEGO

What a holiday, Bill, Hawaii
has it all -

331. He turns to see CARTER properly for the first time.
We see him too. He has aged terrihly.

DR HOUSEGO

Jeez! What happened to you?!
(He presses the
intercom)
Doreen, get me Mr Carter's
file.

332. INT. RECEPTION AREA OF DR. HOUSEGO'S SURGERY. DAY.

DOREEN gets up from her desk, she crosses to a filing cabinet. As she does so we see a line of MEN and WOMEN patients waiting. They all look old, haggard and tired!

333. INT. STEVE'S APARTMENT. NIGHT.

BERNIE is cooking in the kitchen off the living room.
STEVE is on the phone.

STEVE

Police Commissioner Donohue,
please.

BERNIE

You don't have to call the cops,
Steve. I never propose two
night's in a row.

333. CONTINUED:

STEVE

He's not in? Can you help me.
This is Captain America here,
a man died in Pier 31 Restaurant
last night, I want to get the
Coroner's report.

334. He listens for a moment, then he puts the phone down.
BERNIE enters with some pasta.

BERNIE

With the food they serve in
this City I'm surprised more
people don't drop dead.
Home cooking.

She puts his plate down in front of him.

STEVE

They've got orders, anyone
from Youngsville they take to
the Army Research Center at
Langley.

BERNIE looks surprised.

335. EXT. ARMY RESEARCH CENTER. DAY.

A large establishment, SENTRIES on duty, sign Army
Research Center.

336. INT. ARMY LABORATORY. DAY.

WHITE COATED LAB TECHNICIANS, a vast array of modern
equipment. A glass-fronted office overlooks the
Lab, in it are CAP, an ARMY SCIENTIST and MAJOR HOWARD.

ARMY SCIENTIST

The poison's in the water
supply. It's effect is to
prematurely age all animal
and plant life.

HOWARD

We've sealed off the town.
So far the media are co-operating.

CAP

What exactly was added to the
water?

336. CONTINUED:

ARMY SCIENTIST

Most of the components we
know. There's one ingredient
we're having trouble identifying.

337. INT. ARMY ANALYSIS COMPLEX. DAY.

Computers buzz, needles waver, spectrascopes with
wavy lines, print-outs - every modern analytical
device. CAP enters with the ARMY SCIENTIST and
MAJOR HOWARD.

ANALYST

I think we've got it.

He reads a print out.

ANALYST

Ceramalatis excagular pensit.

CAP

What's that in American?

ANALYST

It's a rare leaf extract -
derived from the Caramalatis
Arbor.

CAP

A leaf?

ANALYST

The few trees left are in the
central jungles of Paraguay.

338. EXT. RED SKULL'S ESTATE. DAY.

Under a corrugated iron roof the WHITE SCIENTIST and
the OLD INDIAN together with AIDES both white and
Indian work on the processing of the leaves. A series
of glass tubes, bubbling vats, drips of other substances
entering the mixture - and - at the end a tube dripping
green syrup into an oil drum. NATIVES load full oil
drums onto ten Jeeps by a jungle track.

THE RED SKULL supervises. EVA is with him, and THREE
OF THE SISTERS OF SIN. A MESSENGER comes from the
distant Hacienda. He hands a piece of paper to the
RED SKULL.

338. CONTINUED:

RED SKULL

Sister Agony says six hundred
of the American pigs are
already dead. They've
linked up to the Reservoir
at Peppiatt ten miles away.

EVA

Let them drink while they can.

RED SKULL

Soon America shrivels and
dies.

339. EXT. ANOTHER PART OF THE JUNGLE. DAY.

A machete hacks open some foliage and we see CAP
pushing through. MAJOR ROWARD is with him in civilian
clothes. THREE INDIAN GUIDES are showing the way.

HOWARD

If the Red Skull has a jungle
hide-out, what the hell can
we do if we find it?

CAP

We haven't found it yet, major.

340. EXT. RED SKULL'S ESTATE. DAY.

The last of the oil drums is loaded onto a jeep. A
helicopter stands by. THE RED SKULL faces the MEN
in the jeeps. Their leader is KURT.

RED SKULL

Look after our precious cargo,
Kurt.

KURT gives the Nazi salute - and gets into the lead
jeep. He beckons and the jeeps take off down a
jungle track.

THE RED SKULL and EVA and the THREE SISTERS OF SIN
head toward the helicopter.

341. EXT. AN AREA OF JUNGLE. DAY.

CAP and his group making their way through the jungle.
The sound of a helicopter. CAP looks up. Rising above
the trees we see the RED SKULL's helicopter.

341. CONTINUED:

MAJOR HOWARD
Looks like the bird's flown.

CAP
Let's find the nest.

They battle on in the direction the helicopter came from.

342. EXT. RED SKULL'S ESTATE. EVENING.

The sun is setting. Few PEOPLE are left. Chickens and pigs, some huts, OLD WOMEN cooking. The "factory" now out of use.

CAP and his GROUP come through some bushes into the clearing. The NATIVES look in amazement at the red, white and blue shield-carrying figure of CAP.

CAP looks at the remains of the Laboratory. Some leaves stand at one end. He looks up. The trees are denuded of leaves. Empty oil barrels lie here and there.

CAP
They're planning an encore.
A big one.

343. INT. HACIENDA. EVENING.

eerily deserted. Furniture gone. Rats scamper. A chicken or two. Marks where paintings have been: CAP topples a frame perched against the wall. It falls to the floor face upwards, the glass breaking - it is a photo of Hitler. A NATIVE sees the button on the floor, the one which had been under the carpet. He treads on it experimentally. The great gilded mirror slides back. They all look.

Behind the mirror lies what was the Communications Room. Machinery is largely gone, wires hang loose from the walls. Some desks still there.

CAP takes a notepad from a desk. He looks down at an imprint on the white paper.

MAJOR HOWARD
Found something?

CAP
Maybe.

343. CONTINUED:

CAP rubs his finger in the dust and smears it over the notepad. The imprint of a phone number, written originally on the piece of paper above, becomes clear: 515 - 638 4000. MAJOR HOWARD comes over.

MAJOR HOWARD
515, that's Iowa.

CAP
Five one five, six three eight,
four thousand?

344. INT. LOBBY OF TEMPLETON LODGE HOTEL. DAY.

A TELEPHONIST answers the phone at a switchboard:

TELEPHONIST
Six three eight four thousand,
Templeton Lodge Hotel.

We TRACK from the bank of TELEPHONISTS to the RECEPTION DESK the other side. HOTEL MANAGERS greet CUSTOMERS.

MR HARTNELL
You have a reservation for me,
Mike Hartnell, Des Moines Flying
Club -

MANAGER 1
(Checking list)
Yes, here we are sir -

345. We PAN further into the lobby. A banner reads WELCOME CENTRAL USA FLYING CLUB MEMBERS. OFFICIALS with Lapel Badges, Notices to the Flying Club Members, a desk with a PRETTY HOSTESS. All the paraphernalia of a Convention. Walking thru toward the desk comes THE RED SKULL, dressed in bright American leisure-wear. With him are EVA and the SISTERS OF SIN dressed in high heels, and casual clothes. SISTER AGONY is there as Red Skull's wife.

RED SKULL
Good morning.

MANAGER 2
You with a Flying Club, sir?

RED SKULL
My family and I booked for a
quiet holiday. Mr and Mrs
Tadross, and the Misses Tadross.

345. CONTINUED:

His "daughters" smile sweetly.

MANAGER 2

(Checking)

The Flying Clubs are only here
for three days - ah here we are
sir - I hope the airplanes won't
disturb you too much.

He pushes a Registration Form toward THE RED SKULL.

RED SKULL

I'm sure everything'll be just
fine.

He signs the form.

346. INT. HOTEL SUITE WITH INTERCONNECTING BEDROOMS. DAY.

THREE BELLBOYS are putting the luggage in the sitting
room. Off it doors to the bedrooms. The luggage is
typical tourist luggage with labels and stickers.

RED SKULL

We'll sort it out.

He gives the LEADING BELLBOY ten dollars which he
produces as a conjuring trick from his right ear.

BELL BOY

Hey Mister, that's neat. You
should be on TV.

RED SKULL

Don't you watch Johnny Carson?

The BELLBOY looks vastly impressed.

RED SKULL

But sssh!

(He holds his finger to
his lips)

I'm on vacation.

347. EXT. DISUSED LUMBER CAMP AND ROAD. NIGHT.

A series of large, broken-down buildings. A stretch
station wagon wends its way up a mountain road toward
the camp. It is covered with stickers of Niagara,
and other tourist resorts.

348. In the shadows KURT sees the car approaching, he walks forward as it arrives in the compound, and opens the door giving the Nazi salute. RED SKULL and the SISTERS OF SIN get out.

RED SKULL
Safe journey, Kurt?

KURT
(Smiling)
Everything's here.

349. INT. LARGE OLD SAWMILL. NIGHT.

The moonlight streaming through lights the room, plus a few oil-lamps. THE RED SKULL on a stairway to an upper office. He faces a GROUP of SIXTY EVIL LOOKING MEN and SIXTY WOMEN. The jeeps from Paraguay are parked behind them. The SISTERS OF SIN group around RED SKULL. At the back of the room EVA stands by the oil barrels which are laid out on an old conveyor belt.

RED SKULL
When we have removed the scum
that now inhabit America we
will build an Empire that
will not stop at these shores.
They know their targets, Kurt?

KURT
Each one has a list of the
reservoirs they will pollute.

EVA
Watch closely.

Eyes turn to EVA at the back by the oil drums. She takes a small hottle from boxes on the ground, puts it under a tap on one of the oil drums and the green syrupy liquid drips into it.

RED SKULL
The elixir of death.

350. EVA holds up the hottle. Heads turn between her and THE RED SKULL.

EVA
Each hottle dissolves on contact
with water. The serum is so
concentrated one of these will
turn a million gallons of pure
water into deadly poison.

350. CONTINUED:

KURT

Lift their spirits, Eva, show
them! Where is the man we
found wandering in the woods?

351. He beckons, and from the shadows TWO EVIL MEN bring forth a bound AMERICAN in hunting clothes. They drag him to the spot under the RED SKULL's platform. EVA takes an eye-drop of syrup from the bottle in a small dispenser. She walks through the ranks of the EVIL MEN slowly toward the poor HUNTER. He is in fear. THE SISTERS OF SIN look on with sinister delight. As she gets close the HUNTER opens his mouth and screams.
352. EVA lifts the small glass tube with a rubber nipple on the end, drops fall into the mouth of the screaming HUNTER. He falls silent. A gurgle. Before the eyes of the MOB his skin begins to wrinkle. His hair turns grey and then falls out. He diminishes in size so the rope binding him falls loose. He becomes a wizened old man, falling to the ground with a death rattle. His withered body decomposes on the floor and turns to dust.

RED SKULL

I always knew science would be
the saviour of mankind.

353. EXT. TEMPLETON AIRFIELD AND ROAD BY IT. DAY.

An airplane is doing acrobatics in the sky. We PAN down with it to see a CROWD watching a display at the air-field. Banners say CENTRAL USA FLYING CLUB DISPLAY AND AIR RACE.

A convertible drives along by the perimeter fence. In it a blonde GIRL and a dark-haired MAN with glasses and a thin moustache. They stop to speak to some PEOPLE watching from the perimeter.

MAN

This right for the Templeton
Lodge Hotel?

LOCAL WOMAN

(Pointing)

Keep going, second on the
left.

MAN

Thanks.

The car goes off.

354. EXT. ROAD NEAR AIRFIELD AND BY A HILL. DAY.

The car with the MAN and WOMAN in it drives along. We see some hikers on a hill. We ZOOM UP. Picnicking on the hill above the airport in short pants and with back-packs are EVA and THE SISTERS OF SIN. THE RED SKULL, casually dressed, is looking down at the airplanes thru binoculars.

355. INT. LOBBY OF TEMPLETON LODGE. DAY.

The RECEPTION MANAGER looks up at the MAN and WOMAN from the car.

MANAGER

Mr and Mrs - ?

MAN

Smith.

MANAGER

Smith. The hellboy will show you to your room.

He rings for a bellboy.

356. INT. DOUBLE ROOM IN HOTEL. DAY.

The BELLBOY is leaving. He closes the door. THE WOMAN, the second the door clicks to, locks it. She reaches up and takes off a blonde wig. It is BERNIE.

BERNIE

(Scratching her head)

Uh, this is itchy.

STEVE

You should try this moustache.

357. INT. LOBBY OF TEMPLETON LODGE. DAY.

THE RED SKULL in slacks and open sports shirt walks in from outside with EVA and THE SISTERS OF SIN still in short trousers and hiking gear.

358. INT. STEVE'S ROOM. DAY.

BERNIE puts her arms round STEVE.

BERNIE

Y'know Mr Smith, you look very handsome with a moustache.

358. CONTINUED:

She eases him toward the double bed.

STEVE
Not now Bernie.

BERNIE
We're married.

STEVE
Later. We've got to save the
country.

He gets free and makes for the door, throwing her the
blonde wig.

359. INT. COFFEE BAR AREA OF LOBBY. DAY.

THE RED SKULL, EVA and THE SISTERS are at a table
having coffee, tea, milk-shakes. At the next table
ED FORLONG, Secretary of the Flying Club, sits with
his wife BETTY and two Committee Members GEORGE and
CHRIS with their wives SALLY and KATE. They have
schedules and documents laid out. They wear lapel
badges. THE RED SKULL listens to their conversation.

SISTER DEATH
I've sprained my ankle. I'm
not used to walking.

At the next table:-

ED
If Harry goes first in the Cessna
there'll be trouble from the
Omaha group -

360. MRS FORLONG is facing THE RED SKULL. RED SKULL smiles,
produces a cigarette and lights it with a large flame
from his thumb. MRS FORLONG looks amazed. RED SKULL
winks at her. MRS FORLONG nudges SALLY.

GEORGE
Y'know Charlie's Piper is
300 cc over the race entry
limits -

CHRIS
Not him again!

RED SKULL pushes his lighted cigarette into his mouth,
pulls his hand away with four lit cigarettes in between
the joints of each finger. MRS FORLONG, SALLY and
BETTY applaud. The RED SKULL nods his head in
acknowledgement.

360. CONTINUED:

ED

Betty, we're trying to figure
out this race schedule - !

Other GUESTS turn to watch. THE RED SKULL waves his
hands around in the air, and two doves appear. A
murmur from the GUESTS.

361. Coming down the staircase STEVE and BERNIE.

BERNIE

Remind me, who are we looking
for?

STEVE is looking down at the lobby side of the stairs.

STEVE

I guess he'd be an old man now,
with er - four tall young women
and one old one. They're not -

362. BERNIE taps him, she moves her finger to point down
at the coffee bar area where the RED SKULL sits.
STEVE peers over the top of his false glasses.
A dove flutters by.

363. THE RED SKULL goes behind MRS FORLONG and produces
from her dress at the back a vast cluster of peacock
feathers, he passes them behind his back and opens
his hands to show they have vanished! GUESTS applaud
and laugh.

MRS FORLONG

Hey, this guy's good!

The BELLBOY whispers to SALLY.

BELLBOY

I saw him on Johnny Carson.

SALLY

(Whooping)

Gee I remember, I saw you on
Johnny Carson!!

The RED SKULL smiles modestly. He goes to sit down.

KATE

Don't stop!

MRS FORLONG jabs her husband.

363. CONTINUED:

MRS FORLONG

Ask if he'll do our dinner.

ED

Huh?

SALLY has walked over to RED SKULL. STEVE and BERNIE still watch from the steps.

SALLY

Could I have your autograph
for my daughter.

She looks for a pen. RED SKULL produces one from her ear. He signs: Professor Marvo and Swinging Sisters.

SALLY

It's Professor Marvo!
(To the girls)
You the swinging Sisters?!

The GIRLS smile sweetly.

364. On the stairway STEVE and BERNIE:

STEVE

I don't get it.

BERNIE

He's gone into show business.
Everybody does sooner or later.

Downstairs ED approaches RED SKULL.

ED

Mr Marvo, I know you're a
famous TV star an' all that,
but our Flying Club is having
a dinner here to-night.....

MRS FORLONG, KATE & SALLY

Go on Professor...please...
we'd so love it.

365. ANOTHER PART OF THE LOBBY: STEVE is on the phone,
in the background RED SKULL and the ADMIRING GROUP.

STEVE

(Into phone)

He's here alright. He's doing
conjuring tricks.

In the background an American Flag rises from RED
SKULL's table.

366. EXT. A FOREST. DAY.

CLOSE ON MAJOR HOWARD on a portable phone.

MAJOR HOWARD
Conjuring tricks! Must have
something up his sleeve.

367. INT. HOTEL LOBBY AND COFFEE BAR. DAY.

With a flourish THE RED SKULL produces from his shirt sleeve a white rabbit.

STEVE
(Watching from the
phone)
Yeah. A white rabbit!

368. EXT. A FOREST. DAY.

MAJOR HOWARD on the phone.

HOWARD
We'll start looking for the
poison.

He presses the Off button. Behind him are army tents camouflaged, some jeeps, and about FORTY ARMED COMMANDOS.

369. INT. HOTEL LOBBY AREA. DAY.

STEVE is by the phones, with BERNIE. He sees RED SKULL in the lobby shaking hands with ED then going to the elevator with the SISTERS and EVA. ED and his group go to the Reception Desk for their room keys. STEVE walks over.

STEVE
(To ED)
Excuse me, sir, me and my
fiancee were wondering who
that magic fellow was -

MRS FORLONG
That's Professor Marvo, he
was on Johnny Carson.

STEVE refers to ED's lapel badge "MIDWEST FLYING CLUB, Edward Forlong, PRESIDENT".

369. CONTINUED:

STEVE

What exactly's going on with you fellas?

ED

We meet once a year, different places, just a little display, tomorrow there's a race -

MRS FORLONG

Professor Marvo's agreed to perform at our dinner to-night, isn't that sweet of him?

STEVE

We'd love to see it.

ED

Sorry son, Members only.

MRS FORLONG

You two honeymooners.

STEVE

No.

BERNIE

Yes.

MRS FORLONG

Don't be shy, our honeymoon was great, wasn't it Ed?

(ED looks uncertain)

Tell you what, meet me here nine o'clock to-morrow, you can come out with us and see the race.

STEVE

Thanks.

ED

We gotta change, bye now.

They walk off.

370. EXT. TEMPLETON LODGE HOTEL. NIGHT.

The hotel, set on its own in the foothills of the mountains.

371. INT. STEVE'S ROOM. NIGHT.

STEVE is in the bath, steam comes from the bathroom. BERNIE is looking at the local area booklet, lying on the bed in a towel. She calls out.

BERNIE

Hey, this looks good, Mother
Hickey's Kitchen, specialities -
venison in armagnac -

STEVE

(From bathroom)

Bernie, we're on duty, not on
vacation.

BERNIE

You been on duty in the tuh for
an hour -

STEVE

I'm thinking!

BERNIE

Oh yeah, what about?!

STEVE

How's he going to poison America
from Templeton, Iowa?

The phone goes. BERNIE answers it.

BERNIE

Oh, hello Major, yes he's here
but he's very busy, I'll see
if he can take the call.

STEVE is already out of the bath, he appears, dripping,
a bath towel round his waist, takes the phone.

372. INT. LOCAL POLICE STATION. NIGHT.

THE LOCAL POLICE CHIEF is the only uniformed man in
sight. FBI AGENTS lounge about, an FBI SENIOR OFFICER
stands by MAJOR HOWARD who is in civilian clothes, on
the phone.

MAJOR HOWARD

Listen Cap, we've got a wire tap
on his room, he's here under the
name Tadross. We've got a
Federal Agent tailing him,
he'll be at the dinner as
a member of hotel staff -

372. CONTINUED:

INTERCUT with STEVE -

STEVE

Terrific -

MAJOR HOWARD

Our fellas are combing the area for signs of a base, we gotta be careful he doesn't spot we're on to him, or he'll regroup some place else.

STEVE

What can I do?

MAJOR HOWARD

The locals recommend a terrific restaurant - Mother Hickey's, specialities -

STEVE

Venison in armagnac -

373. He pulls a face of frustration.

374. INT. LOBBY, COFFEE BAR AREA. NIGHT.

A desolate Club Sandwich is put down. STEVE and BERNIE sit in the empty area. BERNIE, glamorously dressed, looks disdainfully at the sandwich.

BERNIE

You turn down a holiday for two in Hawaii, and this is dinner?!

STEVE

Bernie - !

BERNIE

I know, it's Mr and Mrs Smith's night to save America!

375. She takes a bite of the gruesome sandwich.

376. INT. BANQUETING SUITE. NIGHT..

FIFTY or so FLYING CLUB MEMBER plus WIVES in black tie at tables face a curtained stage. They're on coffee. FBI AGENT WALTER ROSS peers keenly as ED FORLONG goes on-stage and holds up his hand for silence.

ED

This afternoon my wife picked up a man in the lobby -

MRS FORLONG

Oh, Ed!

376. CONTINUED:

ED

For once I didn't mind!
Because she'd recognised an
international celebrity, and
she persuaded him to perform
for us this evening.

377. INT. BACK OF CURTAIN AND BACKSTAGE. NIGHT.

A white rabbit has escaped, SISTER DREAM chases it.

SISTER DREAM

Come here you stupid rodent!

The SISTERS are in high heels, tails, fishnet stockings,
EVA in a glam sequined dress, ED's announcement heard -

ED (V.O.)

I must ask that there be no
service, no movement of any
kind during this very special
act.

378. INT. BANQUETING ROOM. NIGHT.

Most WAITERS have left, a few MORE go out to the kitchen.
FOUR remain standing by the wall with FBI AGENT WALTER ROSS.

ED

Ladies and Gentlemen, straight
from the Johnny Carson Show, the
Central USA Flying Club presents,
and he's doing it for free, fellas,
Professor Marvo and the Swinging
Sisters!

A round of generous applause, ROSS peers keenly.

379. INT. BACKSTAGE AREA. NIGHT.

SISTER DEATH presses a tape button - a musical fanfare!

380. INT. BANQUETING ROOM. NIGHT.

The curtains part, the lights go down. THE RED SKULL is
spotlighted mid-stage in top hat, cape, white tie, black
evening dress with sequined lapels. THE SISTERS wheel on
a trolley of effects and props.

381. INT. COFFEE BAR AREA. NIGHT.

The applause and fanfare is heard distantly coming from
the Banqueting Area. STEVE is depressed. BERNIE picks
at a gruesome looking cake.

381. CONTINUED:

STEVE
Shall I sneak in?

BERNIE
We're meant to be under cover.
Some big lox stumbles in halfway
through the act with a wig and
a false moustache - they're gonna
notice.

382. INT. BANQUETING ROOM. NIGHT.

Eerie music. On stage RED SKULL is waving his arms past a stiff, horizontal SISTER PLEASURE who is levitating upwards. EVA passes a hoop around SISTER PLEASURE to show there are no wires. A burst of applause. RED SKULL thrusts his hands forward - a large puff of smoke - and SISTER PLEASURE has disappeared!

A gasp from the audience and more applause.

383. INT. COFFEE BAR AREA. NIGHT.

BERNIE and STEVE at their lonely table, hear the applause.

BERNIE
Sounds like he's going down big.

A BELLBOY walks through the lobby calling out -

BELLBOY
Telephone for Mr Steven Smith,
Mr Smith, telephone.

STEVE does not react.

STEVE
I can't just sit here!

BERNIE
Why not take your call then?

STEVE
Call?

BERNIE
(She points to the BELLBOY,
then to STEVE)
He wants you!

STEVE realises and rushes to the phone.

384. INT. LUMBER CAMP SAWMILL. NIGHT.

FBI AGENTS and MAJOR HOWARD are in the room where RED SKULL addressed his "troops".

HOWARD

You'd better get over here,
Steve. It's only five minutes
away, take a left outside the
hotel...

385. INT. LUMBER CAMP SAWMILL. NIGHT.

STEVE and BERNIE with a crowd of FBI MEN, finger-printing, checking, taking samples from the oil drums et cetera. HOWARD comes over. He walks STEVE and BERNIE through. The SENIOR FBI OFFICER, MARK KINGSTON is with the AGENTS by the oil drums. Some of the empty bottles remain.

HOWARD

The oil drums are empty, they've
transferred the poison -
(He holds a bottle)
They're ready to make a move.

MARK KINGSTON

(Coming over)
The jeep tracks go down to the
main road -
(he sees STEVE and BERNIE)

HOWARD

Oh, this is Steve Smith, one of
our Army Intelligence Officers,
and - er his wife.

MARK KINGSTON

When're you gonna produce the
hooded wonder, Captain America,
Major? Looks like he sits on
his butt while we old pros do
all the work...wanna see what
we're up against Mr Smith?

386. He leads STEVE through the room to the crumbled remains of the HUNTER, his clothes incongruously lying where he fell.

MARK KINGSTON

One of the local cops identified
him from the clothing. Yesterday
he was Reg Carver, aged 28.
That's what they've got comin'
for all of us.

387. INT. BANQUETING ROOM. NIGHT.

RED SKULL is on stage, he bows to the audience.

RED SKULL

For my last illusion, Ladies
and Gentlemen I require two
of my audience to step onto
the stage.

Silence. On to the stage SISTER PLEASURE and SISTER
DEATH wheel on a large upright coffin. Silk lined.
EVA wheels on a fake piece of wall on which are
arranged various swords.

RED SKULL

(Seeing no volunteers)
Come on, Ed and Betty,

He heckons, and ED and MRS FORLONG smile nervously
and go on-stage.

RED SKULL

On the sides here -
(He indicates the coffin)
are slots through which these
swords can pass.
(He hands a sword to
MR and MRS FORLONG)
Please, check the swords, check
the coffin.

They put the swords through the slots, the swords
go right through the open coffin and out the other
side. RED SKULL taps the swords in the middle with
another sword, the sound of metal on metal.

RED SKULL

This is usually performed with
a door or lid hiding the person
inside. But Professor Marvo
needs no such concealment.

388. MR and MRS FORLONG have been testing swords and coffin.

RED SKULL

Are you satisfied, no tricks,
no hidden springs?
(They nod)
Now test the lady.

389. SISTER DREAM wearing nothing but high heels, stockings, a sequined suspender belt and a small bra steps forward on long legs. ED touches her nervously.

RED SKULL

No hidden mechanics Ed?

ED touches more bravely. MRS FORLONG slaps his hand. The AUDIENCE laugh. MR and MRS FORLONG leave the stage.

RED SKULL

If I may have, please, complete silence. A sound could break the spell.

390. ED and MRS FORLONG sit down, smiling at the PEOPLE on their table. All eyes face the stage. None more interested than FBI agent WALTER ROSS.
391. The lights dim so only the center of the stage is lit. SISTER DREAM steps into the coffin facing the audience. THE RED SKULL takes a sword, slaps it on the side of the coffin showing it is solid, puts it into a slot, and pushes. SISTER DREAM twitches slightly as the sword goes through her and comes out the other side of the coffin. The AUDIENCE gasp.
392. Smoke begins to drift onto the stage, like dry ice, the music is strange, almost hypnotic. No-one moves except for the RED SKULL, the light catching the fierce blades as he passes them through SISTER DREAM from either side of the coffin.
393. Smoke also begins to form around the edges of the hall. WALTER ROSS sees this. But assumes it is part of the effect. Smoke is now drifting among the tables, clinging to the floor, but rising a little, sparsely, into the air. It is white and wispy.
394. All eyes are on the stage. RED SKULL climbs a ladder holding a long sword. He stands above the coffin, the sword held high, the light catches it. There is a strange look on his face.
395. He plunges the sword downwards through the top of SISTER DREAM's head, it goes into the body. As the AUDIENCE gasp -
396. SISTER DREAM's eyes light up! Huge beams of white-green light spray forth from each eye like laser rays engulfing the whole room in front of her.

397. Flashes of faces as ED and MRS FORLONG, WALTER ROSS and others are hit by this weird light.

398. They are transfixed. They stare at the source of this light, immobile and gaping.

399. From a door at the back of the smoke-shrouded stage strange FIGURES walk. They come down the few steps to the AUDIENCE like ghosts. They are the ill-dressed evil MOB that we saw in the lumber camp. They take up positions behind all the seated, black-tied, evening gowned, GUESTS. Behind each MAN is a MAN and behind each WOMAN is a WOMAN.

400. The GROUP OF WAITERS with WALTER ROSS stand like immobile dummies.

401. RED SKULL has come down the ladder, he stands by SISTER DREAM who is still in the coffin with the swords through her.

RED SKULL

Now, Sister Dream. Now.

402. EVA and the OTHER SISTERS look in fearful anticipation. SISTER DREAM shudders as if drawing on inner forces. The two wide beams of light that flood the room in green/white from her glazed eyes suddenly change.

403. Thin shafts of red light, intense and horrible, shower from each eye like myriad laser beams. We see the beams individually hitting both the GUESTS and the EVIL PEOPLE on the forehead, causing a red spot of light to form there.

404. As they hit there is a brief spasm. An awful red light covers the face of the STANDING EVIL PEOPLE.

405. We see ED FORLONG's face. Then the face of the EVIL MAN standing behind him. The EVIL MAN's face starts to change. The hair changes color, recedes a bit, the face puffs out. It is becoming the face of ED FORLONG.

406. The same thing is happening to ED's WIFE. The WOMAN behind her transmogrifies into the face of MRS FORLONG. All over the room the EVIL PEOPLE are assuming the same shape, size and face as the GUESTS in front of them.

407. Smoke still hovers on the ground and on the stage. The only people not doubled by the EVIL GROUP are the WAITERS and WALTER ROSS, they remain frozen.

408. We see the final change in a few faces until every person is doubled. The PERSON standing behind them is identical to the GUEST sitting at the table, except for the clothing.

409. On the stage THE RED SKULL watches, then whispers.

RED SKULL

You have done well, Sister
Dream.

The red beams of light start to fade, they withdraw into the eyes of SISTER DREAM, still in the coffin with the swords through her body.

410. In the dining room the newly-cloned EVIL PEOPLE start to take clothing from the GUESTS in front of them and put it on, shedding their own shabby clothes.

411. EXT. LUMBER CAMP. NIGHT.

STEVE's car pulls away from the camp, BERNIE and MAJOR HOWARD are inside.

412. INT/EXT. STEVE'S CAR TRAVELLING FROM LUMBER CAMP. NIGHT.

BERNIE

I don't know why you two don't
just arrest this conjuring
skull and beat him and his
silly sisters until they tell
you where the poison's stashed.

STEVE

Bernie, please, that's not the
American way.

BERNIE

Like hell it isn't, I've seen
it in the movies hundreds of
times.

The car winds its way onto the highway from the forest track.

413. INT. BANQUETING ROOM. NIGHT.

The "GUESTS" are finishing final adjustment of clothing and sitting into the chairs at the dinner tables. Behind them stand their doubles, the real GUESTS in underwear, holding the Evil People's clothing. The smoke still plays. The aged SISTER AGONY walks onto the stage, dressed in ordinary clothes.

413. CONTINUED:

SISTER DREAM

(In a hypnotic voice)

Would members of the Central
USA Flying Club and their guests
please follow my colleague.

(She indicates SISTER AGONY,
who smiles a toothless smile)

414. SISTER AGONY beckons with a wrinkled finger. THE
GUESTS walk, zombie-like toward the stage.

SISTER DREAM

Will the group at the back wait
where you are.

The GROUP of WAITERS and WALTER ROSS stay transfixed
as GUESTS walk in line up the two stairways to the
stage and SISTER AGONY starts to lead them through
the door at the back.

415. INT. TEMPLETON LODGE, LOBBY, NIGHT.

STEVE, BERNIE and MAJOR HOWARD entering from outside.
They go over to the Desk.

MAJOR HOWARD

Is the Club dinner still on?

MANAGER

They haven't come out yet, sir.

416. INT. BANQUETING ROOM. NIGHT.

No sign of the real Guests. The false ones sit at
the tables. SISTER DREAM turns toward the group of
WAITERS and WALTER ROSS. RED SKULL is up the ladder
again.

SISTER DREAM

When you wake, on the count of
three, you will remember nothing.

417. CLOSE on her glowing eyes and on the receptive faces
of the GROUP.

SISTER DREAM

One, two, THREE!

418. The GROUP come to. A fanfare of music! RED SKULL extends his arms at the top of the ladder as if he had just plunged in the last sword. The AUDIENCE clap, the WAITERS join in. SISTER DREAM walks from the coffin, completely intact, leaving the swords piercing and criss-crossing behind her. Even ROSS joins in the applause admiringly.

419. INT. LOBBY OF HOTEL. NIGHT.

STEVE, BERNIE and MAJOR HOWARD sit in chairs in the lobby. The applause stops and GUESTS, happy and chatting, flood out from the Banqueting Room. They pass STEVE and the group. MAJOR HOWARD sees WALTER ROSS. He beckons to him. ROSS comes over.

MAJOR HOWARD

Do you serve hot chocolate here?

ROSS

Certainly sir.

HOWARD

(Quietly)

What happened?

ROSS

The man's a genius. Put swords through this dame, didn't even have a cover over the hox, I tell you she was like a keha - walked out, not a mark on her.

HOWARD

Get the hot chocolate.

420. A hurst of clapping. STEVE and Co look round. RED SKULL and the SISTERS are coming from the banqueting room. GUESTS are clapping them, patting them on the back. ED FORLONG and his WIFE and others lead RED SKULL toward the har. The RED SKULL is a hit! Drinks all round.

421. EXT. TEMPLETON LODGE HOTEL. DAY.

The next morning. Banners proclaim it is the day of the Air Race. FLYING CLUB MEMBERS leaving in cars. Air of excitement.

422. INT. HOTEL LOBBY. DAY.

STEVE and BERNIE wait in the lobby for ED and MRS FORLONG as arranged. THE RED SKULL, casually dressed, with EVA and SISTERS DREAM, PLEASURE and DEATH as daughters and with SISTER AGONY as his "wife" also waits in the lobby.

423. FLYING CLUB MEMBERS (now the baddies transformed) pass through the lobby. We see, peeking from the shoulder bag of one of them, a bottle of the green poison.

424. ED and MRS FORLONG come from the elevator. STEVE takes a pace forward, smiling. He is ignored. MR and MRS FORLONG walk right by as if they didn't know him and greet THE RED SKULL.

ED FORLONG

How are you to-day Mr Marvo?

RED SKULL

We're looking forward to the race, aren't we girls?

EVA

Oh yes, daddy. Very much.

MRS FORLONG

We'll need two cars -

425. STEVE is trying to get in to the act, he taps MRS FORLONG's arm -

STEVE

Mrs Forlong, remember us - ?

BERNIE

The honeymoon couple?

MRS FORLONG

Honeymoon? What honeymoon?

STEVE

(Tapping his watch)

Nine o'clock, you were gonna take us down to the race.

ED interrupts.

ED

We're full up kiddo. It's open to the public though.

426. He walks off with THE RED SKULL and the group.
WALTER HOSS sidles past, following.

BERNIE

She didn't seem to recognise
us!

STEVE

(Puzzled)

They had no idea who we were
at all! Professor Marvo pulled
something on that stage last
night!

427. INT. BANQUETING ROOM. DAY.

The room is empty except for STEVE and BERNIE on the
stage. The curtains drawn back. They look around.

STEVE

Nothing here.

BERNIE pushes open the door at the back of the stage
through which the real Flying Club Members went. She
is about to let it close when she looks down - she
sees:-

A man's shirt lying on the steps that lead down.

BERNIE

Steve - look!

428. INT. LOWER STEPS AND CORRIDOR TO LOWER ROOM. DAY.

STEVE and BERNIE walking down the last steps. STEVE
finds a light switch, he turns on a bare bulb. It
reveals some other articles of clothing littering
the corridor to the closed door at the end.

BERNIE

Funny place to have an orgy!?

429. STEVE follows the trail to the door. He tries it.
It is locked. He stands back and throws his mighty
shoulders against the door. It shudders. He stands
back and aims a great kick at the lock. It starts
to splinter. He throws his shoulder against it again.
The door flies open.

430. INT. LOWER ROOM AND CORRIDOR OUTSIDE IT. DAY.

The light from the corridor illuminates row upon row of seated, docile, glazed FLYING CLUB MEMBERS. They do not even look around at the sound of the intrusion. They are still in underwear. STEVE looks in horror.

BERNIE walks in, ED FORLONG is sitting near the door. She slaps his face.

BERNIE
Mr Forlong, Mr Forlong.

Nothing.

431. INT. HOTEL LOBBY. DAY.

The elevator doors slide open revealing CAPTAIN AMERICA in full costume with shield. CAP bursts from the elevator. BERNIE is by the desk talking to the HOTEL MANAGER.

BERNIE
I'm telling you, they're down there!

MANAGER
Sure, Miss, sure they are. Sixty Flying Club Members, stoned, in underclothing.

BERNIE
(Shouting)
Just go take a look!

CAP runs to the desk and picks up a phone.

DESK CLERK
Excuse me sir, are you a guest at this hotel?!

CAP
(Ignoring him)
Get me mobile 607, urgent!

The MANAGER leaves BERNIE and walks over.

MANAGER
Now, what's going on here?

CAP
Howard?! Get to the airfield,
now --- !

432. EXT. WOODS AND ARMY CAMP. DAY.

HOWARD on the portable 'phone, COMMANDOS in the background. He waves at them -

HOWARD

Come on fellas, move it!

Activity!

433. EXT. TEMPLETON AIRFIELD. DAY.

A Gala atmosphere! CROWDS watch small planes getting ready to take off... Propellers starting to turn, chocks being taken away, inside the planes we see FLYING CLUB MEMBERS. Next to them their hottles of green poison. Some have maps with Reservoirs circled by their sides.

434. RED SKULL with SISTER AGONY and MRS FORLONG and some of the other WIVES on a small stand by the Control Tower. Buntings flying. EVA and THE SISTERS OF SIN also on the stand. A Tannoy Announcement:

ANNOUNCER

The first plane to take off
will be Ed Forlong in his
Cherokee Mark III - good
luck Ed!

In the plane ED does a thumbs up sign. He smiles an evil smile and we see the map and the hottle of poison at his side.

435. EXT. TRACK IN THE WOODS. DAY.

Fifteen jeeps with COMMANDOS with weapons and missile launchers bump through the woods. MAJOR HOWARD is on the radio phone in the front jeep.

MAJOR HOWARD

Don't argue with me! Ground
every plane! Nothing moves!
You understand me!

436. EXT. ROAD ON WAY TO AIRFIELD. DAY.

BERNIE screeches round a corner driving the open car. CAP beside her, rolled about.

437. EXT. AIRFIELD. DAY.

ED's plane moves into position at the top of the runway.

438. INT. AIRPORT CONTROL TOWER. DAY.

A small control room, A CHIEF CONTROLLER and TWO OTHERS. The ANNOUNCER at the TANNOY MICROPHONE.

CHIEF CONTROLLER
Cherokee 643 A7 you are clear
for take off. Good luck!

439. EXT. AIRFIELD. DAY.

ED hears this in his plane, smiles. Throttle forward.
The plane taxis along the runway.

440. INT. CONTROL TOWER. DAY.

A phone rings. The SECOND CONTROLLER answers it. He listens for a second.

2nd CONTROLLER
It's Police Chief Harris, he
says ground all planes! Sounds
mighty excited!

CHIEF CONTROLLER
Cherokee 643 A7, abort take off.
Repeat. Abort take-off.

441. INT/EXT. ED'S PLANE ON RUNWAY. DAY.

ED listens, slows down. Speaks into radio.

ED
643 to Tower, please clarify.

442. INT. CONTROL TOWER. DAY.

CHIEF CONTROLLER
Abort it, Ed! Urgent police -

He grimaces! EVA has stuck a knife in his back!
SISTER DREAM, PLEASURE and DEATH hold guns on the
other CONTROLLERS and the ANNOUNCER. EVA takes the
radio-mike.

EVA
Tower to all planes, you are
cleared for take-off. Get
on with it! Get into the air!

443. EXT. AIRFIELD AND INT/EXT. ED'S PLANE. DAY.

In ED's plane he throttles forward rushing along the runway.

Other planes speed their maneuvers and head for the runway.

ED's plane lifts off!

444. EXT. ROAD BY AIRFIELD. DAY.

From the jeeps the COMMANDOS see the plane lifting off. MAJOR HOWARD speaks into his walkie-talkie.

HOWARD

Take that plane out, now!

On the back jeep they scramble to position the missile launcher.

445. EXT. ROADS BY AIRFIELD AND ED'S PLANE IN AIR. DAY.

CAP also sees the plane taking off. He is coming from a different direction to the jeeps. The plane is low, leaving the airfield perimeter, coming over CAP's car. CAP stands up, he hurls his shield like a discus up toward the plane. The shield arcs upwards -

446. IN THE AIR: we see the shield whizzing toward the plane, it severs the propeller which falls down to ground! A FLASH OF ED's horrified face!

447. THE JEEPS ON THEIR ROAD: the COMMANDOS with the missile launcher see the plane start to dive!

COMMANDOS

Jee - what was that!

The shield turns like a boomerang to return -

448. The plane crashes to the ground, rams a wall and comes to a halt. RED SKULL sees the crash, he is furious.

449. IN CAP's car the shield whooshes back to him and he catches it.

CAP

One down, fifty to go!

450. The car screeches into the AIRFIELD entrance!

451. EXT. AIRFIELD AND SURROUND. DAY.

The next plane is rising into the air.

452. Police cars screech in from another entrance. Loud-speakers on the Police Cars call for the PUBLIC to clear the area!

453. The COMMANDOS see the second plane taking off. The missile launcher is swung round - and fired. THE SECOND PLANE explodes in the air. The CROWD scream and run!

454. CAP and BERNIE drive in, other cars are now leaving, PEOPLE in panic. They drive forward to the airstrip.

455. RED SKULL is on the stand by the CONTROL TOWER. Genuine PUBLIC are running from it. The "WIVES" he is with who are really his people look in horror.

RED SKULL
You know what to do!

The RED SKULL's people including some of the CROWD we saw arriving, produce machine guns and weapons.

456. CAP's car careens onto the air strip. THE RED SKULL sees CAP standing in the car! He turns and moves to the back of the stand.

457. BERNIE, driving -

CAP
Follow that plane!

458. Another plane is picking up speed along the runway. BERNIE drives alongside it. CAP stands on the door of the car, and at the crucial moment jumps onto the wing of the plane. He calls:-

CAP
Get to safety, Bernie!

459. The plane continues to go along the runway. BERNIE veers off, CAP smashes the door in with his shield. The PILOT fires a gun. The bullet hits the shield. CAP smashes a fist into the PILOT knocking him out. He grabs the controls.

460. We see the plane slow down and spin to lie across the runway. CAP leaves it there and jumps out!

461. AT THE PERIMETER FENCE the Jeeps smash through, fanning out onto the runway. They race down toward the small planes which are manoeuvring to take off, some hounding along the grass verge -

462. Another burst from the missile launcher, ANOTHER PLANE goes up in smoke and flames.

463. INT. CONTROL TOWER. DAY.

EVA screaming into the radio mike:-

EVA
Take off! Take off at all costs!!

464. EXT. AIRFIELD AREA. DAY.

Behind the Control Tower RED SKULL AIDES are taking machine-guns from car trunks.

465. On the air strip PILOTS are firing from their cockpits at the COMMANDOS. A jeep rams a plane as it bounces along. A gun battle.

466. A plane is bearing down on CAP. He holds his ground, right in front of the plane's path. The plane rushes toward him. We see from PILOT's POV CAP standing shield held high right in front of the plane!

467. The plane is almost on CAP. He lunges upwards with the shield. The shield hits the propeller, the blades break off, first one side then the other! CAP ducks as the plane rolls over him and then veers off. The PILOT gets out firing an automatic pistol. CAP comes up from under the plane, and topples him over his shoulders hitting him to the ground.

468. Around the airport, BADDIES firing at COMMANDOS. A COMMANDO firing at a plane. Return fire from the PILOT. The COMMANDO fires, smashing the window, we see a bottle of poison perched on the controls. The COMMANDO's bullet shatters the poison, it goes over the PILOT who keeps firing, killing the COMMANDO.

469. The PILOT, splashed by the concentrated green poison, drags his hands at his face, as they come away the face is old and disintegrating. The hands fall and shrivel and disintegrate before our eyes. The plane smashes against the perimeter fence, the PILOT shrunk to rubble. A skull hits the plane's floor and disintegrates!

470. THE RED SKULL appears on the Control Tower balcony, dressed now in full costume, the mask hiding his face. He surveys the airfield, fighting going on, planes blazing, some trying to still take off.

471. One plane has got to the far end of the runway and is turning to take off toward the control tower on the greater available strip of tarmac that end. The plane gathers speed and just gets into the air over some of the burning planes near the Control Tower.

472. CAP stands and burls his shield. The shield hits the tail fin of the plane, sbearing it off. The tail fin crashes to the ground. The plane goes out of control, it spins down toward the Tower.

473. INT. CONTROL TOWER. DAY.

THE RED SKULL sees the plane coming. He runs inside, grabs a container of poison bottles and runs down the interior steps. The SISTERS see the plane later, and also turn to run.

As they run the plane hits the tower. A great explosion!

474. EXT. CONTROL TOWER AREA. DAY.

The tower hursts into a ball of flame! At the hack THE RED SKULL gets out just in time, running away as burning dehris falls around him.

475. CAP is running tthrough the battle. BADDIES are giving up! Calm is returning. Airplanes blaze. MAJOR HOWARD commands the mopping up.

476. CAP sees the RED SKULL running behind the burning Control Tower, through the smoke and debris, toward his helicopter. KURT, is at the controls.

477. KURT beckons as THE RED SKULL, clutching his carton of poisoned bottles, gets to the 'copter.

478. CAP rushes through and jumps over debris.

479. The 'copter starts to lift off.

480. RED SKULL aims a gun at CAP and fires. BERNIE, seeing it, yells out -

BERNIE

Watch out!

481. As the 'copter rises, CAP takes a mighty leap and grabs the under-strut. He hangs on as it goes into the air. A COMMANDO has a missile aimed at it, waiting for it to clear the remains of the Control Tower. HOWARD rushes over and yells -

HOWARD

No!

482. As he does so the 'copter, CAP hanging on, appears from behind the burning Control Tower.
483. BERNIE joins HOWARD to look in horror as the 'copter rises into the sky. CAP clinging on.

BERNIE
Do something!

HOWARD
We can't. He's on his own, now.

484. INT/EXT. HELICOPTER IN FLIGHT AND BY MOUNTAINS. DAY.

The helicopter flying away. CAP is on the under-strut at the side. RED SKULL slides open the door and fires with an automatic pistol. CAP leaps under the 'copter. Protruding from the under-belly is a bar which he holds onto.

485. CAP is hanging on right underneath the floor of the helicopter cabin. RED SKULL peers out, he can see nothing.

RED SKULL
(To KURT)
He's under here!

He indicates the floor.

KURT
Shoot through it!

RED SKULL lets off a blast of the machine gun through the 'copter floor.

486. As he fires - Whooosh! CAP somersaults, feet first, crashing through the side door and into the cabin!
487. In the air the helicopter lurches dangerously.
488. Inside KURT is pushed. CAP grabs at RED SKULL. The skull mask comes away, torn! RED SKULL smashes him with the butt of the automatic pistol. CAP leaps back, again KURT is pushed from the controls.
489. We see the helicopter flying between mountains, lurching and spinning.
490. More fighting inside. The mountains looming close through the windows. KURT reaches for a gun, spins round to shoot CAP. CAP thrusts the shield at KURT knocking him back and the front screen shatters.

491. INT/EXT. HELICOPTER AND MOUNTAINS. DAY.

The 'copter lunges toward the mountain side. It bits! It rolls down, turning over and over. Both side doors are open. One open where RED SKULL was firing, the other broken open by CAP's entry. We see the bottles of poison rolling about dangerously as the three MEN tumble and turn.

492. EXT. MOUNTAINSIDE. DAY.

The 'copter rolling down. CAP is thrown out! Then RED SKULL! The bottles slide onto the mountain ledge.

493. The 'copter hits the ledge, rolls over, and then down the precipice at one side taking KURT with it. It explodes in a rolling, falling ball of fire.

494. CAP and THE RED SKULL are left on the mountain ledge. A narrow rock walkway some twenty feet wide. On one side, the rock face, on the other a vast, long drop to the rocks below.

495. CAP is struggling up. So is RED SKULL. RED SKULL sees the bottles of poison. He picks one up. CAP is about twenty feet away. His shield lies on the rock ledge. CAP bends to pick up the shield. As he does so -

496. RED SKULL hurls the bottle of green poison!

497. It smashes against the rock face at the side of CAP's head. It showers globules of green syrupy potion. CAP is just rising up holding the shield.

498. We see three green spots hit his face! They glisten!

499. Where the potion falls, fumes rise up.

500. RED SKULL crouches facing CAP. CAP moves forward, RED SKULL strikes at him, but CAP aims a mighty kick and RED SKULL flies backwards, he just avoids going over the edge.

501. CAP makes to move in again, then reels. We ZOOM IN to his face. It is beginning to crinkle with the lines of old age. CAP touches his face, then looks in the gleaming back of the shield. He sees what is happening. HE IS GETTING OLDER!

RED SKULL sees it too!

RED SKULL
Now you know what it's like
to be old, Captain!

502. CAP looks at his hands. They wrinkle! He comes forward to THE RED SKULL. The steps are less sure, the costume is getting haggard round his arms, legs and chest.
503. CAP hurls himself with a final fury at THE RED SKULL. His face is getting OLDER and OLDER!
504. CAP hits out at RED SKULL. The blow is diminished. They grapple. Two old men. CAP forces RED SKULL to the edge of the precipice. CAP holds RED SKULL's arms back, their faces are close.

RED SKULL

It is over for both of us,
Captain.

CAP pushes and RED SKULL is almost over the edge.

RED SKULL

There is nothing left for me!
If I have not destroyed America,
at least I have finished you!
KILL ME, Captain America.

505. But CAP cannot do it. Even now. He looks with pity at the old man. He releases his grip and staggers back to lean against the rock face.
506. RED SKULL looks for a second, then puts his right arm down to push himself up.

RED SKULL

KILL ME!

507. He thrusts down with his arm and we see -
508. The rock crumbles on the edge where his right hand is!
509. RED SKULL's right arm pushes down to nothing as the rock beneath it falls in a shower of stones. RED SKULL, off balance, falls with it. His body hits and rolls thousands of feet below. His scream echoes through the mountains:

RED SKULL

Die America! Die!

He is gone.

510. CAP slumps down his back against the rock face. He looks out over the vast mountainous landscape. The setting sun bathes it in a golden glow. The rays illuminate CAP as he breathes slowly. He closes his eyes. His hair is white as the mask falls from the diminished features.

511. He looks up. An American Eagle soars in the sky. CAP follows its flight against the sun. CAP grimaces in determination.

CAP

America must live! I must live.

He tries to get up but he is too weak. He looks down where the bottles of poison from the helicopter lie reflecting the orange rays of the sun.

512. We ZOOM in toward one of the bottles. There comes SUPERIMPOSED OVER IT the face of DR. ERSKINE.

DR ERSKINE

It is my dream to create a
living symbol of life and
liberty.

513. CAP grits his teeth, he screws up his eyes - he gasps in a determined voice:

CAP

The poison may be stronger
than any man -

514. He looks up, the eagle hovering in the sunlight.
Patriotic music!

CAP

But the spirit within me, the
spirit of America is stronger -
(He looks at the bottles)
- stronger than any poison!

515. From the light shimmering off an angle of one of the bottles we half see the face of GEORGE WASHINGTON -

GEORGE WASHINGTON

All men are created equal....
they are endowed by their Creator
with certain inalienable rights...
life, liberty and the pursuit of
happiness -

516. The words ring in CAP's mind. His face seems to be gaining strength. The ageing process is halting! He looks into the sun - the shadowy figure of ABRAHAM LINCOLN -

ABRAHAM LINCOLN

"...a new nation conceived in
liberty and dedicated to the
proposition that all men are
created equal..."

517. CAP strengthens his resolve. His thoughts are seen rising and fading over his face as the lines start to recede -

Images of AMERICA at war fighting for Liberty -
The AMERICAN flag raised at Iwo Jima -
A rocket rising into space -
NEIL ARMSTRONG stepping onto the moon -

NEIL ARMSTRONG

"..a small step for man, a giant
leap for mankind - !

518. The AMERICAN FLAG waving. Furling and unfurling.
More patriotic music. A voice sings.

VOICE

"Does that star-spangled banner
yet wave o'er the land of the
free and the home of the brave."

519. Silence. CAP is alone on the ledge, in the setting sun.
Only the wind in the mountains.

520. CAP stands up. He is on the edge of the path, alone
against the great backdrop of nature.

He is revived!

521. The sight of a black shimmering spot against the dying
sun. The whirr of blades. CAP looks up. It is an
Army Helicopter. A voice is heard -

BERNIE

Steve! Steve! I love you!

BERNIE leans from the helicopter, calling through a
hullhorn.

522. CAP sees her. His face breaks into a great smile.
He waves!

523. EXT. STEVE'S APARTMENT BUILDING IN BROOKLYN. NIGHT.

It sits, solid and old.

524. INT. STEVE'S APARTMENT. NIGHT.

STEVE is at his drawing board. BERNIE comes in and
places some food on the table.

STEVE

Sit down, Bernie.

524. CONTINUED:

He indicates an armchair.

BERNIE
Dinner'll get cold.

STEVE
Sit.

She sits.

STEVE
I've been thinking over what
you said.

BERNIE
It doesn't have to be Hawaii,
Steve, the Virgin Islands are...

STEVE
About risks...and marriage.
Y'know I think you were right.
That's if you still want me.

BERNIE
(Jokingly)
Eeerrrr...???

She waggles her right hand - in mock indecision.
STEVE drops to one knee.

STEVE
Bernie, I'm really serious,
Will you - ?

525. His eyes catch sight of something through the open
window behind her. He freezes for a split second.

We see:-

527. OUTSIDE, flying against the blue night sky, toward
the window, EVA and the FOUR SISTERS OF SIN!

527. STEVE leaps up! BERNIE rises in horror as STEVE runs
to the bedroom for his shield.

528. BERNIE looks out the window at the oncoming EVA and
SISTERS OF SIN. She yells out!

BERNIE
You fixed this with him!
I'll kill the lot of you,
the jolly blue giant included!

529. EXT. ROOF OF STEVE'S APARTMENT BUILDING. NIGHT.

CAPTAIN AMERICA stands, shield in hand, legs apart, looking out over Brooklyn and New York, ready for battle! The SISTERS OF SIN are flying toward him.

FREEZE and END TITLES